MARVEL

MARCH ON ULTIMATUM™

LOEB · BENDIS · COLEITE

POKASKI · PANOSIAN · BROOKS

NGUYEN · PETERSON · SANDOVAL

DJURDJEVIC · LAFUENTE · MCGUINNESS

ULTIMATE X-MEN/ULTIMATE FANTASTIC FOUR ANNUAL #1

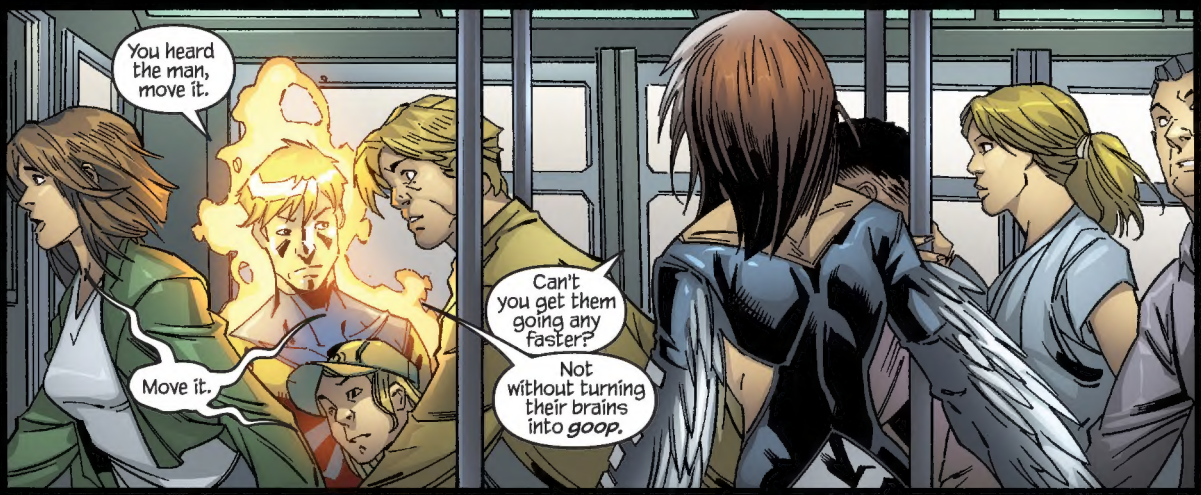
New York City.
20 Years from Now.

Everyone listen up!

This is a highjacking! Anyone moves and you lose a leg!

Everyone get off the train and no one will get hurt. You don't want to get off at our stop.

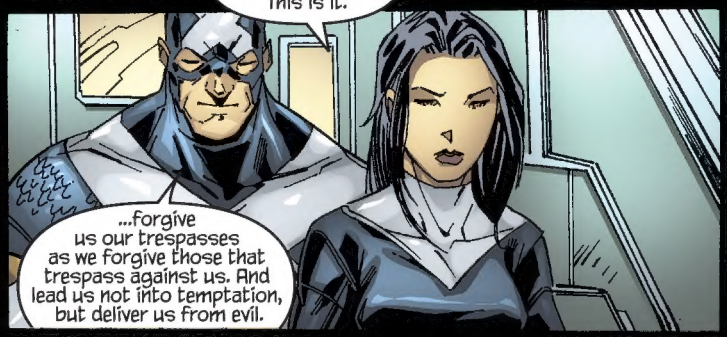
Freeze! No one's going anywhere. Radio for Sentinels. Now!
Kitty?
On it, Cap.
THWIPP
THWIPP
Wolverine?
They tripped the alarm. Sentinels are coming and fast.
Then we're already running out of time. Kitty, get to the control room. Phoenix -- get the civilians out. Let's move!


You heard the man, move it.
Move it.
Can't you get them going any faster?
Not without turning their brains into *goop*.

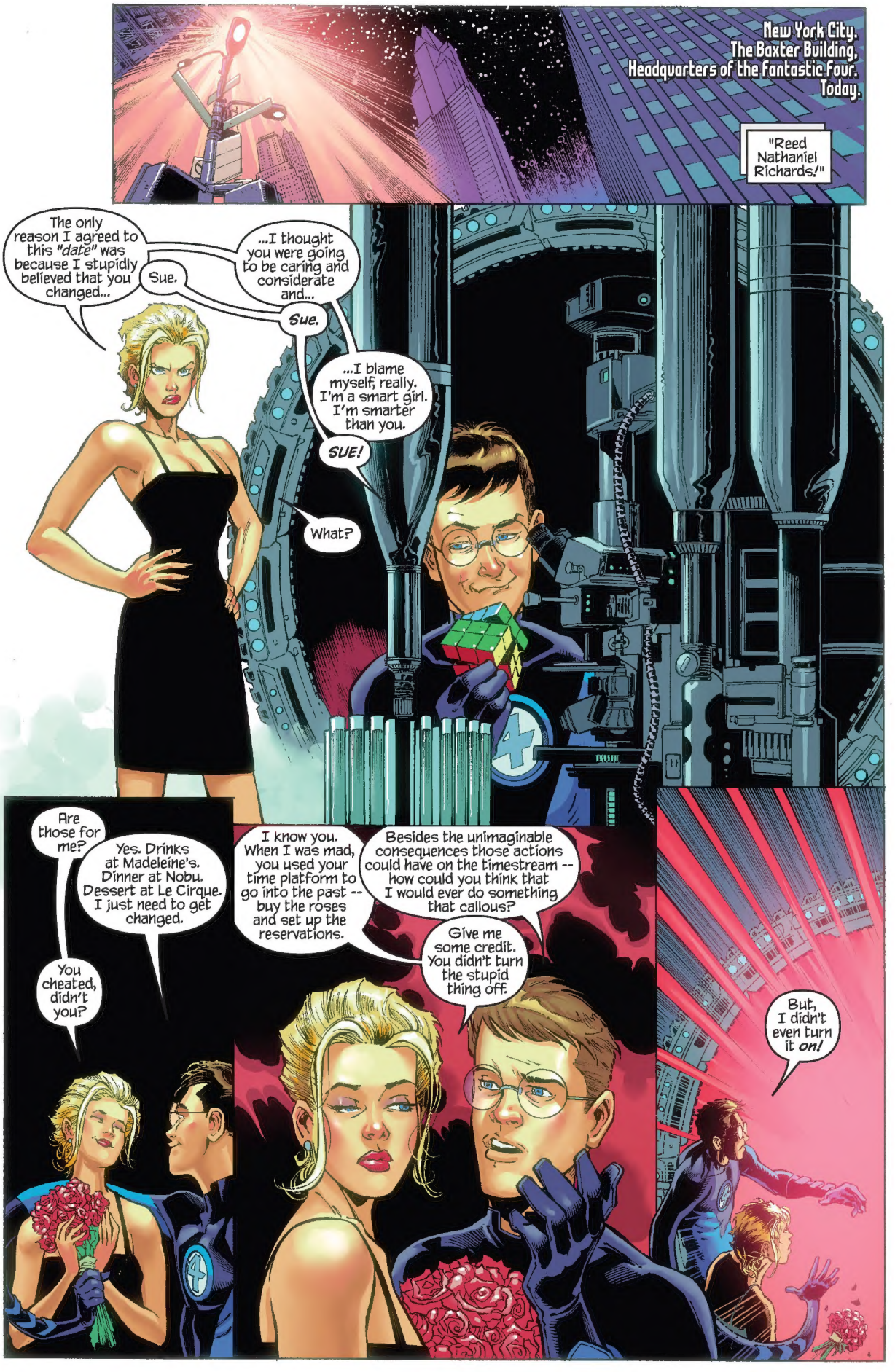
Everyone's off. It's all yours, Logan.
SKRUNCH

Logan, are you sure this is gonna work?
I know, it's just...
What choice do we have, Rogue? We stop this now or we get dead like the rest of 'em...

If we go out, we go out fists-first...


The little engine's chugging as fast as she can. This is it.
...forgive us our trespasses as we forgive those that trespass against us. And lead us not into temptation, but deliver us from evil.

"For thine is the kingdom, the power and the glory.
KA-THOOM
"Forever and ever. Amen."


New York City.
The Baxter Building,
Headquarters of the Fantastic Four.
Today.
"Reed Nathaniel Richards!"
The only reason I agreed to this "date" was because I stupidly believed that you changed...
Sue.
...I thought you were going to be caring and considerate and...
Sue.
...I blame myself, really. I'm a smart girl. I'm smarter than you.
SUE!
What?
Are those for me?
Yes. Drinks at Madeleine's. Dinner at Nobu. Dessert at Le Cirque. I just need to get changed.
You cheated, didn't you?
I know you. When I was mad, you used your time platform to go into the past -- buy the roses and set up the reservations.
Besides the unimaginable consequences those actions could have on the timestream -- how could you think that I would ever do something that callous?
Give me some credit. You didn't turn the stupid thing off.
But, I didn't even turn it on!

NYC TRAN

Are you okay? Tell me you're okay. Are you okay? You're okay. You're okay?
I'm fine. I'm fine. You're squeezing my spleen. Let go.
Is everything all right? It sounded like a train crashed into our building. What the...? A train crashed into our building!
I'm thinking Reed did this, Johnny.
I didn't do anything, Ben. Why does everyone always assume I'm the one to blame?
Because.
We made it. We did it. Thank God we found the Fantastic Four.

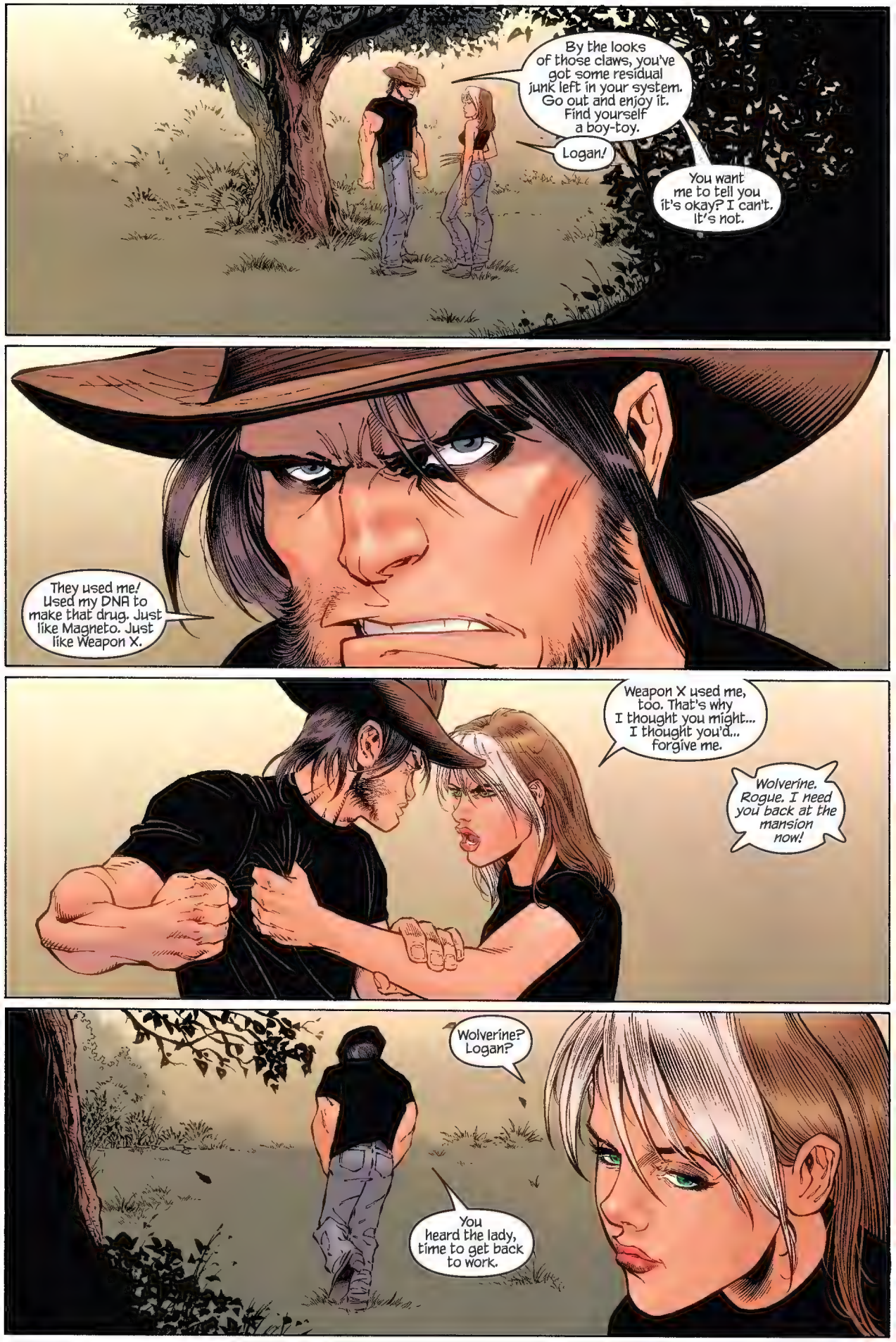
Since when is Captain America an X-Man?
Since America turned against every mutant on the planet. They've been hunted--imprisoned--executed. We didn't know what else to do. We had to find you.
How can we help?
You can *die*, Logan.
SNIKT
AARRGHH!

You can't slice someone who doesn't have internal organs.
Oy. This is gonna be harder than we thought.
I'm coming, Reed. I'm coming.
I can't let you do that, Ben.
I know you. You're Spider-Man's ex-girlfriend, Kitty, right? What're you gonna do? *Phase* through me?
I've learned a lot in the past twenty years. I can make my molecules super-light..
THWACK
...or super-dense. Kinda like you.

Why are you attacking us? What did we do to you?
This has nothing to do with you. It's *his* fault.
We're a *family.* You go after one of us, you go after *all* of us.
Family? You don't know the meaning of the word. You don't understand. You *never* understood what it was like.
Who...? Who are you?
This isn't working. We need some distance. Phoenix, get the target and get us out of here.

Sue!
I've got you. Just don't let go. Don't let go!
Reed...
REED!

Westchester County,
Xavier's School for Gifted Children.
Today.
Wolverine? Logan?
I feel like you're avoiding me.
That's probably because I'm avoiding you.
I need to apologize to you. I need you to understand....
The drug. Banshee. It gave me control takin' powers and I could touch people -- I could *touch* --
SNIKT


By the looks of those claws, you've got some residual junk left in your system. Go out and enjoy it. Find yourself a boy-toy.
Logan!
You want me to tell you it's okay? I can't. It's not.
They used me! Used my DNA to make that drug. Just like Magneto. Just like Weapon X.
Weapon X used me, too. That's why I thought you might... I thought you'd... forgive me.
Wolverine. Rogue. I need you back at the mansion now!
Wolverine? Logan?
You heard the lady, time to get back to work.

Well if it isn't the Fantastic... Three? Where's the nerd?
That's the problem. There's something you two have to see.
I'm patching everyone into a telepathic fileshare so we can download this together.
Is that...? Is that supposed to be *me?* Why would I want to kill Reed?
Don't know. Don't care, either. But, you're gonna help us get him back.
And why are we gonna help you?
Because they won't lay a hand on you. They're not gonna hurt themselves.
Well, if I had a mad-on for Reed -- I probably had a damned good reason.
What're you saying?!
I'm saying the guy used his best friends as guinea pigs.
SNIKT
LOGAN!
Where the hell...? JEAN!

I don't know what's going on with you, Logan, but you're benched until you can calm yourself down.
So get your head together. I need you. *We* need you. Because...
...as long as those people are wearing X-Men uniforms, this is *our* problem. We'll find Reed and we're going to save him.
How?
Piece of cake.

I am Phoenix. I can find any mind, anywhere on Earth.
And if there're two versions of the X-Men -- the one that's not standing next to me is the one we're looking for.
She can find anyone? Anywhere? Doesn't that scare you, Liz?
Everyone here scares me, Johnny.
You and I can cook s'mores on our thumbs, but Jean's just freaky.
S'mores? Really? That works?
Don't know. If you take me up on that date we never went on, maybe we can find out.
That's weird. I'm only getting the one reading for Wolverine... but I've got two Rogues. Here and New York. 37th and Fifth.
That's impossible. That's the Baxter Building. Their telepath made us think they fled. Those freaks never left. Get the rest of the X-Men. We have to go. *Now!*
This *is* the rest of the X-Men. Everyone else is injured or recuperating or incapacitated. This'll have to do.
Fine, fine -- we just have to get there. And fast. Who knows what they're doing to him?

AARRGHH!

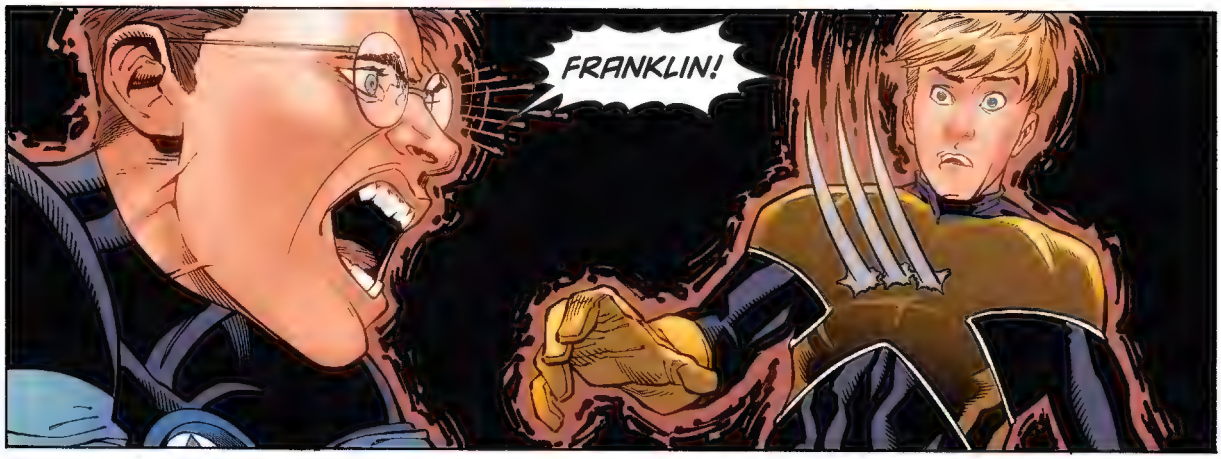
I can't kill him. His molecular structure can't be destroyed.
He seems like he's in agony.
Pain. Yes. I can make him *wish* he were dead. Just, you know -- not actual death.
Keep trying. We'll figure out something.

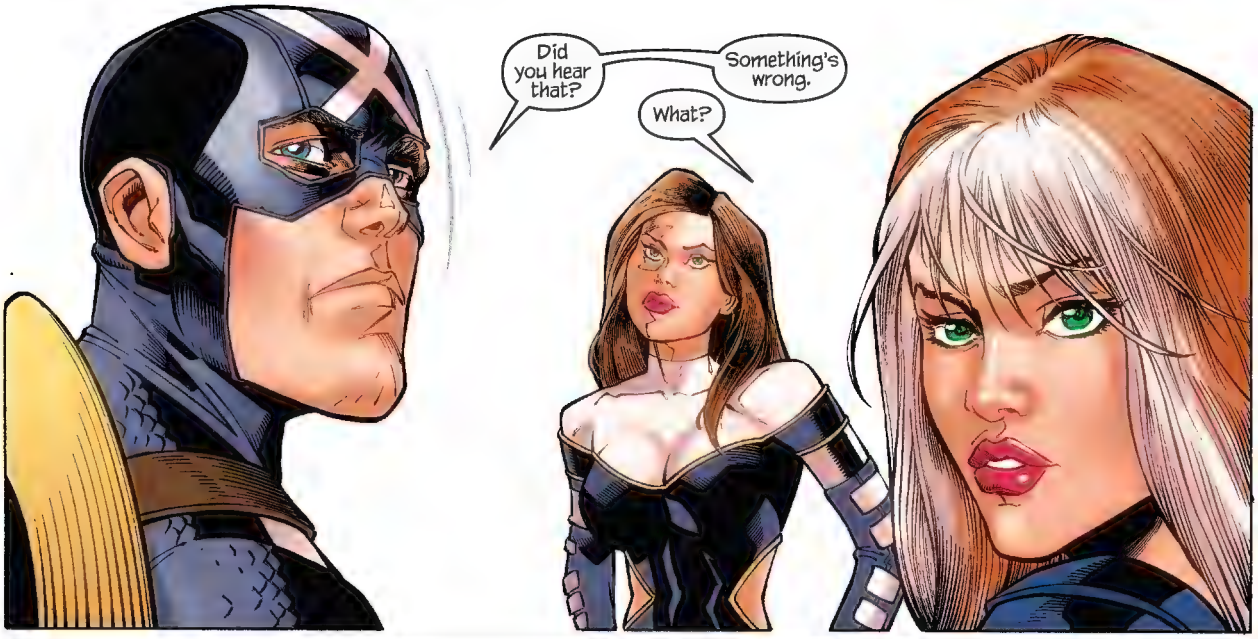
Do *they* know? Have you told them?
What're you talking about?
I'd recognize you anywhere. I know you're my *son*, Franklin.

The hell you say -- you're not my father!

I've seen the various permutations of myself and my family across the time/space continuum. It's the same every time. I have a son. Franklin. I'd recognize you anywhere.

Why didn't you tell them? Unless...you didn't know.
You're *lying.*
Read my mind. You'll see the truth. I'm your father. Sue's your mother. I don't know what happens in your future, but let me try to help...let me try to fix it...
I--


FRANKLIN!


Did you hear that?
Something's wrong.
What?

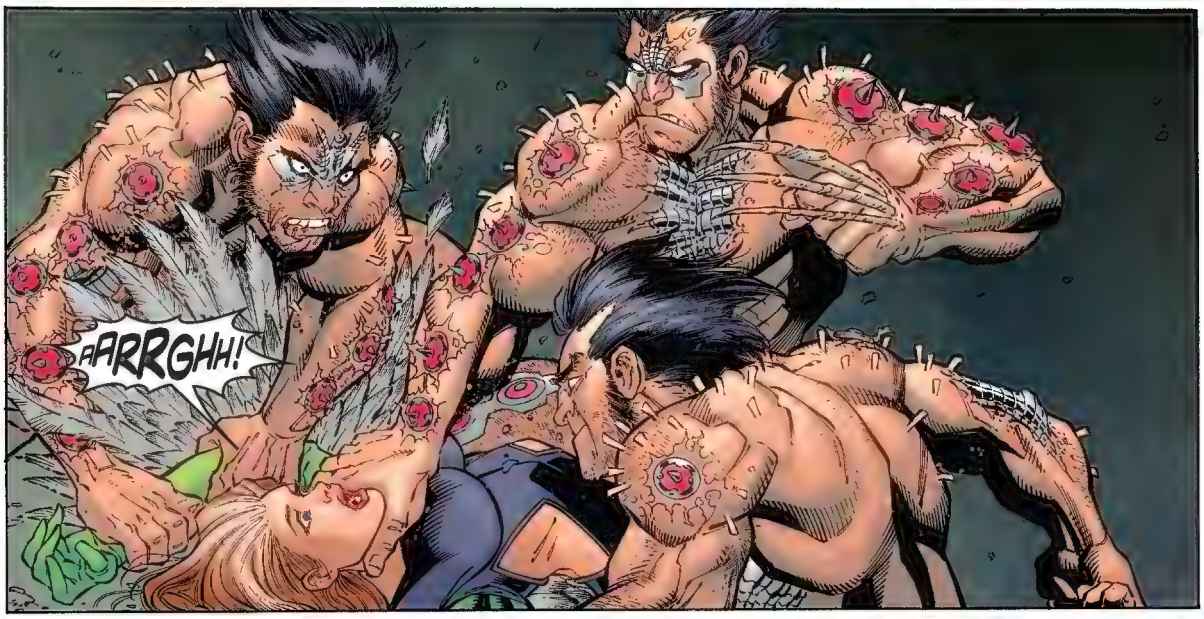
Where's Wolverine?
I thought he was with you.

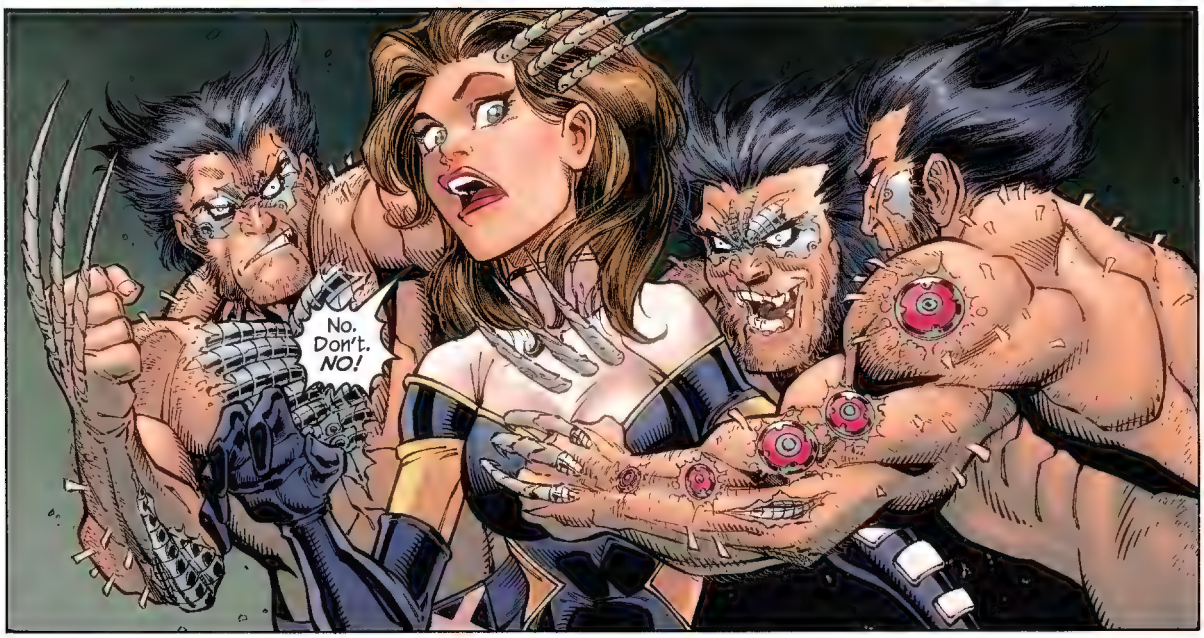
I'm right here...

...we're all here.

You can't escape the future, X-Men. Sentinels! Attack!

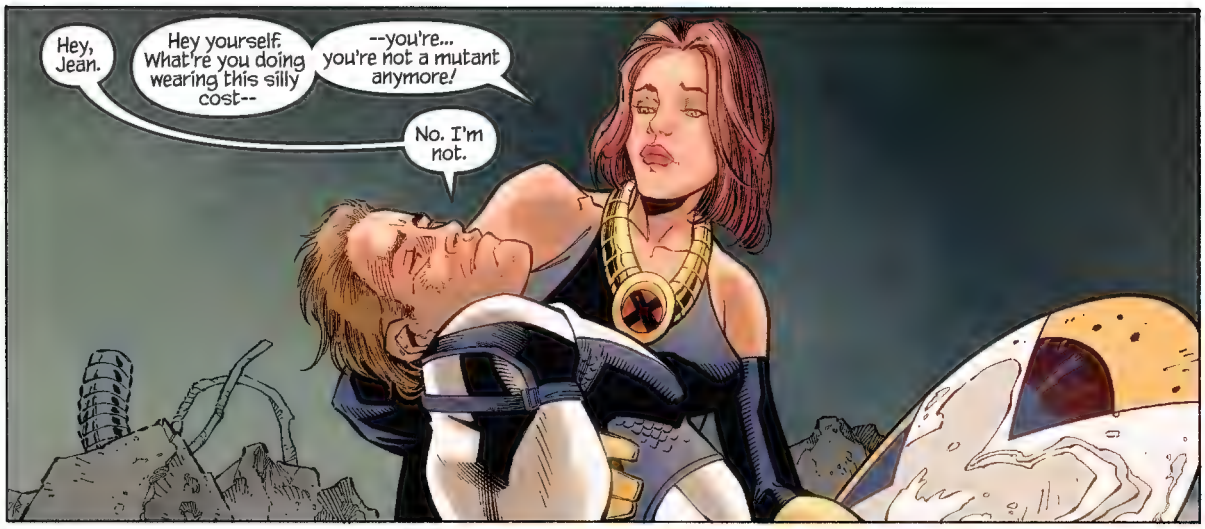
Hold your ground... hold your ground!

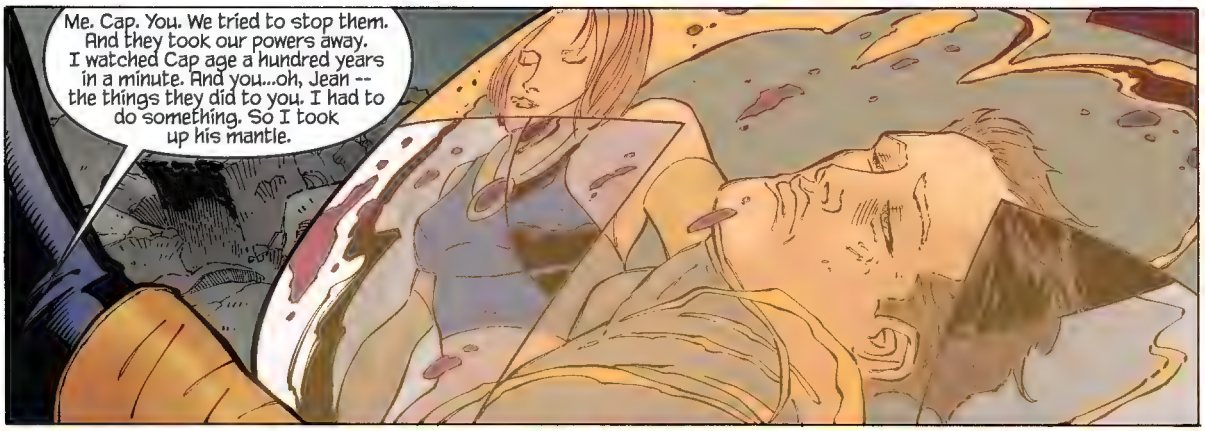

AARRGHH!

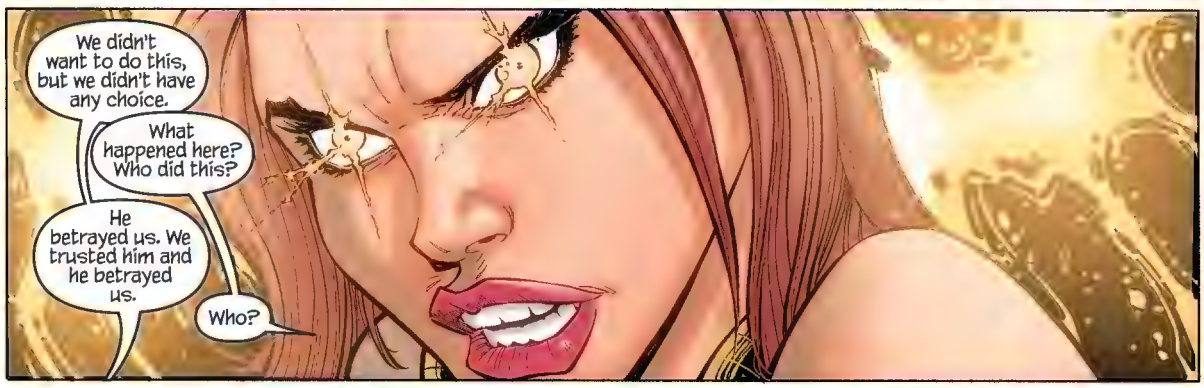

No. Don't. NO!

"This is a nice ride. Roomy."
This is what I'm talking about. This is the Cadillac of super hero team transport.
I'm sorry, are you talking to me?
It's not like we can fly commercial, right? And you... you can fly on your own, right? That's gotta be fun. Flying.
You don't have to talk to him, Liz. Ben's just trying to flirt. Badly.
No, I'm not. This is just...you know... this is just small talk. Talking. You know.
Maybe we should just, you know -- focus. On the mission.
Yeah. Sure. Of course. Focus.
We're here.

What happened here? Is that me? Am I...?
Dead. Yeah. Sorry, darling.
Are they all...?
No. Someone's alive...
Cap?
Not Captain America. Well, at least not Steve Rogers.
Isn't that right, Scott?


Hey, Jean.
Hey yourself. What're you doing wearing this silly cost--
--you're... you're not a mutant anymore!
No. I'm not.


Me. Cap. You. We tried to stop them. And they took our powers away. I watched Cap age a hundred years in a minute. And you...oh, Jean -- the things they did to you. I had to do something. So I took up his mantle.


We didn't want to do this, but we didn't have any choice.
What happened here? Who did this?
He betrayed us. We trusted him and he betrayed us.
Who?

Who do you think? *Wolverine.*

It wasn't me. I loved Rogue.
Umm, Wolverine's decapitated head is speaking!
It's not me. This thing reeks of metal, oil and hate. Pure Sentinel. What the hell *are* you?
They used us as the template for Sentinels. The perfect killing machine. Hunting in packs. But I didn't alert them. I'm you. Inside. I swear. I would never...
Shut up. Just shut the hell up.

He's dead. Scott's... dead.

Enough. Where's Reed? What'd you do to him?
I don't know.
You're lying. Where is he?
They took him...
They took Reed into the future. I tried to stop them...I tried... I'm so sorry...
Who are you?
He's... Phoenix. He's part of me.
My future and my past. And we must make this right. All of us. Reed Richards must be returned to his rightful time and place.
They tried to kill Reed. And what? I'm just supposed to trust them?
You have no idea of why we did this -- of what we were trying to stop...
"But you will. You'll understand *exactly* what your future holds."
New York City. 20 Years from Now.

"Come on. Come on. *Faster.*"
Robert Drake. Designate *Iceman.* You will surrender.
I'm not going down without a fight.

Come on. I'll take you all down.
AARRGHH!
Files indicate subject Robert Drake can survive attack. Subject Robert Drake is under arrest.

Baxter Building Holding Cells.
Subject Robert Drake, You will be moved to the *N-Zone Facility* at the next portal opening.
Hey! *HEY!* What am I doing here? Let me out!
Well, as the old saying goes -- if you can't beat them...
...pull every wire you can until you can break out of jail, so you can go and kick their butts.
All right, feet. Don't be scared. We've faced much worse. We can do this. Let's get the hell out of here.

This is the *Baxter Building.* I recognize the ceiling panels. So... I go to the time platform and go home. Simple. Right?
What? Johnny?
Johnny! It's *Reed!*
Not Johnny. My name's Firestar.
I know it's confusing, Reed.

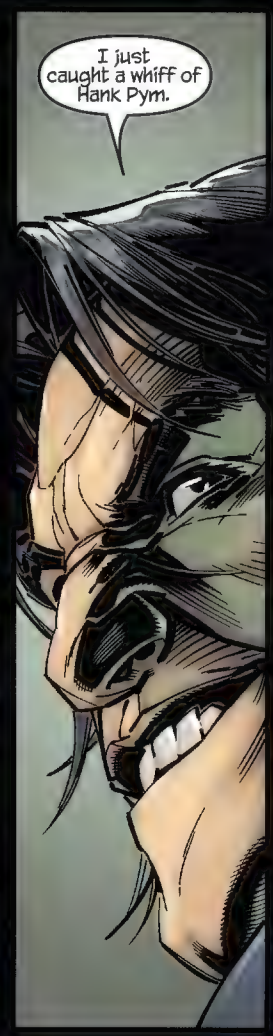
But the world's always been a confusing place.

ULTIMATE FANTASTIC FOUR/ULTIMATE X-MEN ANNUAL #1

You can flame on in here. It's okay. We totally Johnny-proofed this thing.
What? No. I'm good. Thanks.
So, do you fly this thing a lot?
Nope. Kinda my first time.
So basically, we're all going to die.
Reed's in trouble. I can't afford to die 'til I get him back from the future.
And that's why we need these "Pym Particles"?
Bingo.
Sue needs 'em to get Reed's time machine going after your future teammates El-Trained the Baxter Building.
Right here, Logan.
Gotcha, Kitty.
You're a good friend.
Nah. Just a misplaced linebacker with a soft spot for my nerdy counterparts.
All right, cut the chit-chat, kids.

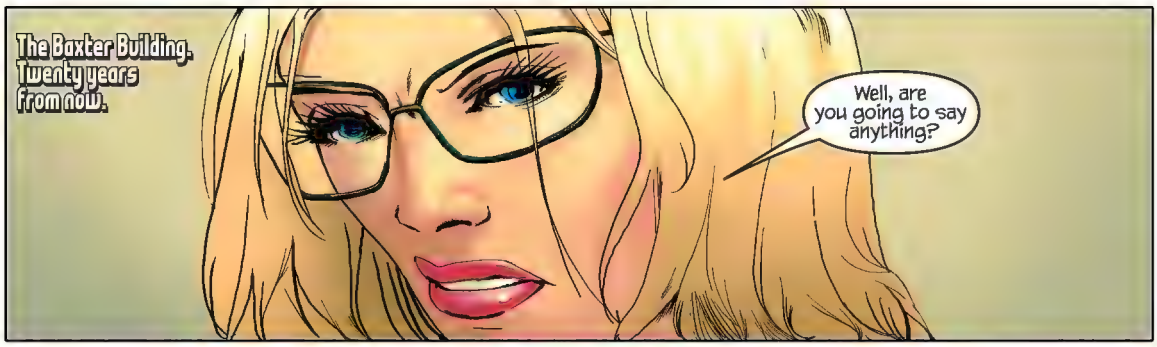
This is where it gets tricky.

The S.H.I.E.L.D. Helicarrier™ over the North Atlantic Ocean



New York City. The Baxter Building. Headquarters of the Fantastic Four. Today.
It worked. Power is being restored to temporal thrashers.
Systems seem to check out on this end.
Reed would be proud.
So it worked? So we can all get back?
Absolutely.
Except for the "we" part.

I thought we had a deal. What are you guys doing?
You tried to kill Reed. What, do you think we're idiots just because we don't have flying cars?
Um... dude...
I meant flying cars in *general.*
You have a draw at best.
I just pulled the mask off my dead boyfriend. You really think I'm losing to the guy who brought him here?
Et tu, Rogue?
I see you so much as *process* me in the wrong way and you're the real Wolverine's new ashtray.
Let's be rational. Talk about this.
I don't remember getting a vote on the plan to kill Reed.
We did what we had to do. Our people were being wiped out systematically.
None of us live in a perfect world. That doesn't mean you can kill innocent people.
Reed is far from innocent. And neither are you, for that matter.
Maybe we can use that to our advantage. If Richards can't be killed -- maybe they can help us un-create our future.
How?
Most of our comrades are locked up in a prison in the N-Zone. We're the last rebels in a world run by a despot.
So you need help in a prison break and the overthrow of a despot?
Why didn't you just say that in the first place? That's the thing we do.
Because it's complicated.
Complicated how?
The despot is Susan Richards.


The Baxter Building. Twenty years from now.
Well, are you going to say anything?

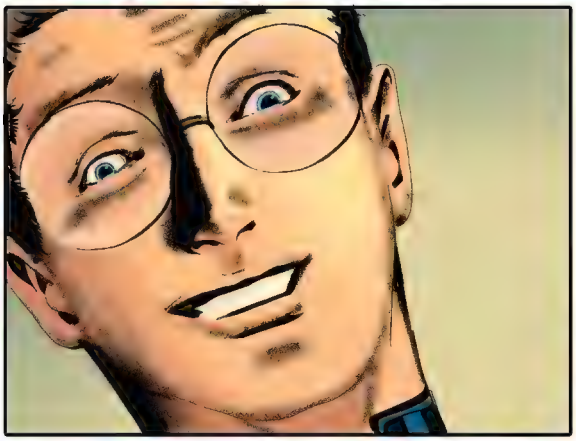
I don't think there's a word. And I know a lot of words.
Well, spit a few out. See what happens.
You're still drop-dead gorgeous.
That's a good start.

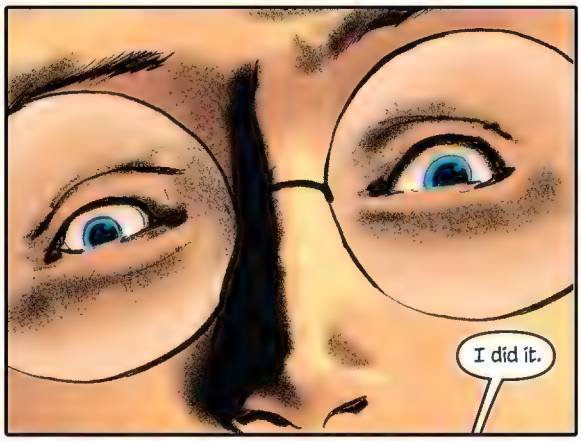
But that's all that seems familiar. I assume she's not Johnny with a new life choice?
No.
Johnny's not with us anymore.
You mean...

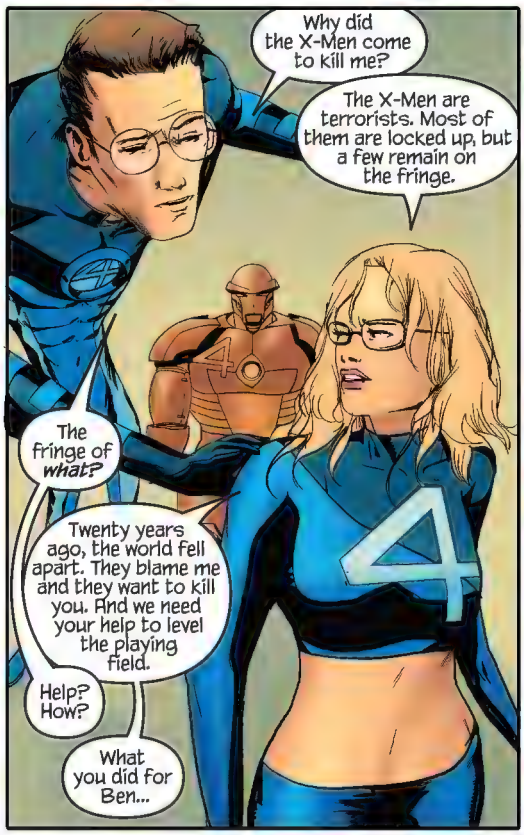
She means he's dead.
You, I recognize. You so much as mention Johnny's name and I'll bury you in a watery...

Easy, buddy. We're all friends here. Some of us are still charter members.
I know that voice. It's not Tony Stark.

Ben?
You're...
In the flesh.
Yeah. I am.
Did I...
Yeah. You did.
'Course it took you long enough.




I did it.


Why did the X-Men come to kill me?
The X-Men are terrorists. Most of them are locked up, but a few remain on the fringe.
The fringe of *what?*
Twenty years ago, the world fell apart. They blame me and they want to kill you. And we need your help to level the playing field.
Help? How?
What you did for Ben...

You're going to do the same for everyone on Earth.
We're going to eliminate the mutant problem once and for all.
"We have one shot at this... so pay attention."

"The plan is simple. Get Reed. Free the prisoners. Save the future. Get out.
"Johnny, Ben, Firestar, Iceman and Kitty will head to the Baxter Building.

"Look for Reed. Or at the very least...

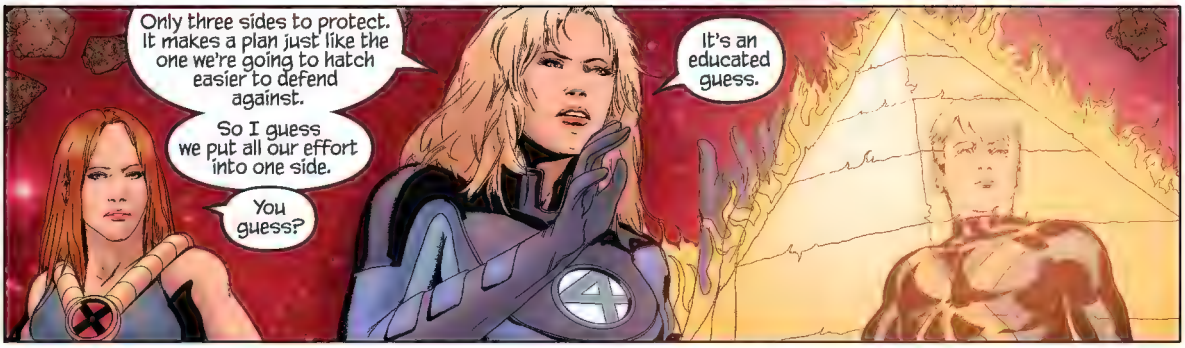
"...look for the future members of ourselves.

"Jean, Wolverine, Rogue, the Sentinel head, Phoenix, and myself will head to the N-Zone.

"Phoenix will guide us to the prison.

"Apparently I've got some reverse engineering in my future."

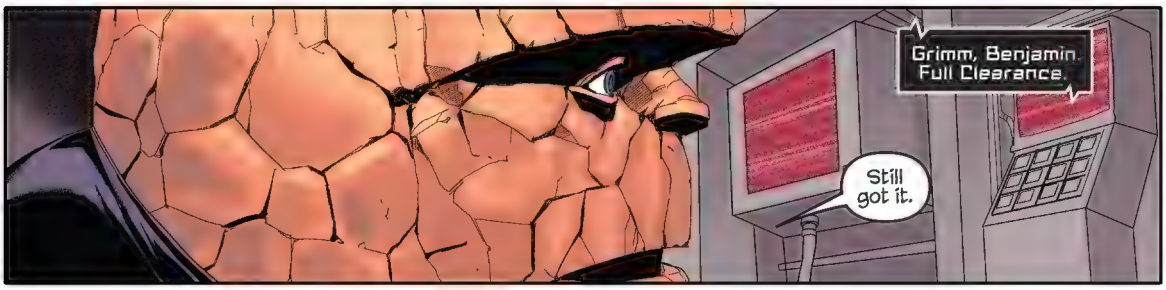
This is the layout as we best discerned.
What is it about the N-Zone and pyramids?
You tell me. You built the place.

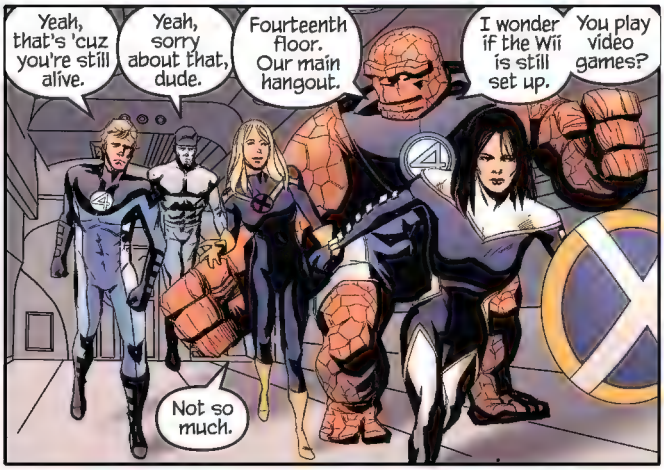

Only three sides to protect. It makes a plan just like the one we're going to hatch easier to defend against.
So I guess we put all our effort into one side.
You guess?
It's an educated guess.

And how do we dust your fellow Elvis impersonators? Decapitation as well?
Clearly that's ineffective, given we're having this conversation.
Try to imagine I wanted to make you shut up for good.
Our strength is in our spines.

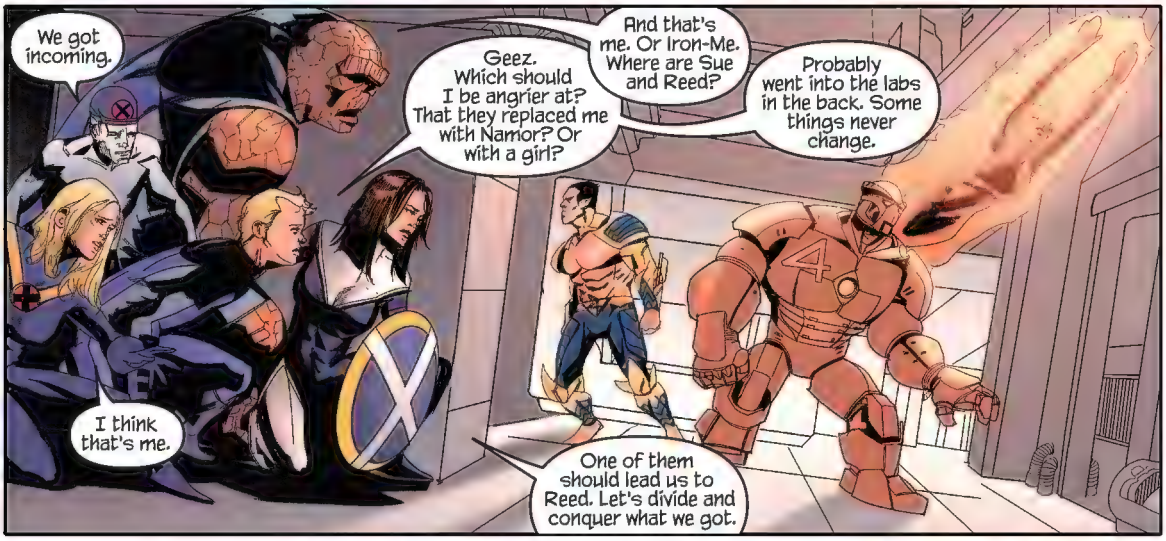
And...umm... what do we do about *him?*
Who?

That guy. There.
Nihil.
I hate that guy.

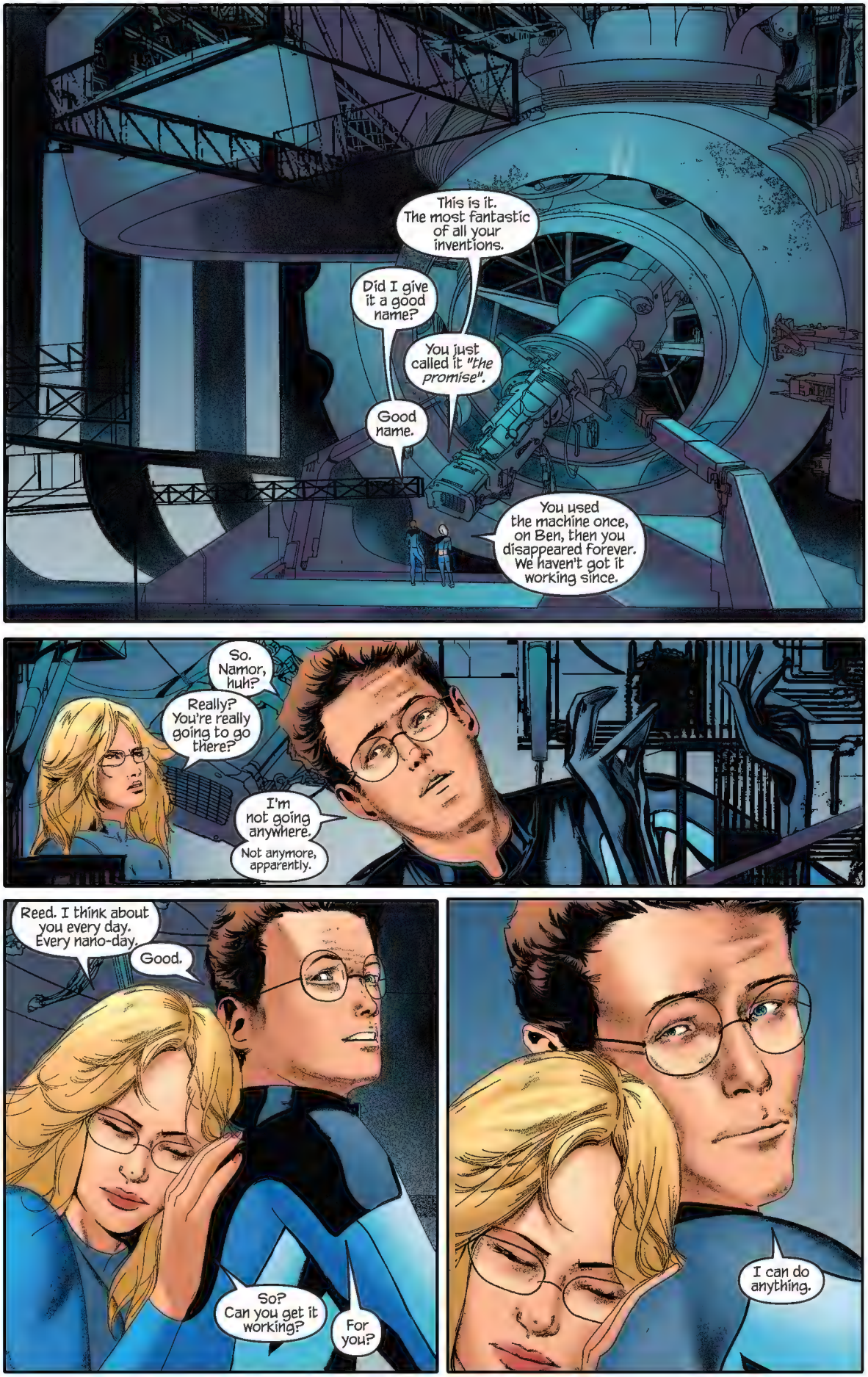

Grimm, Benjamin. Full Clearance.
Still got it.

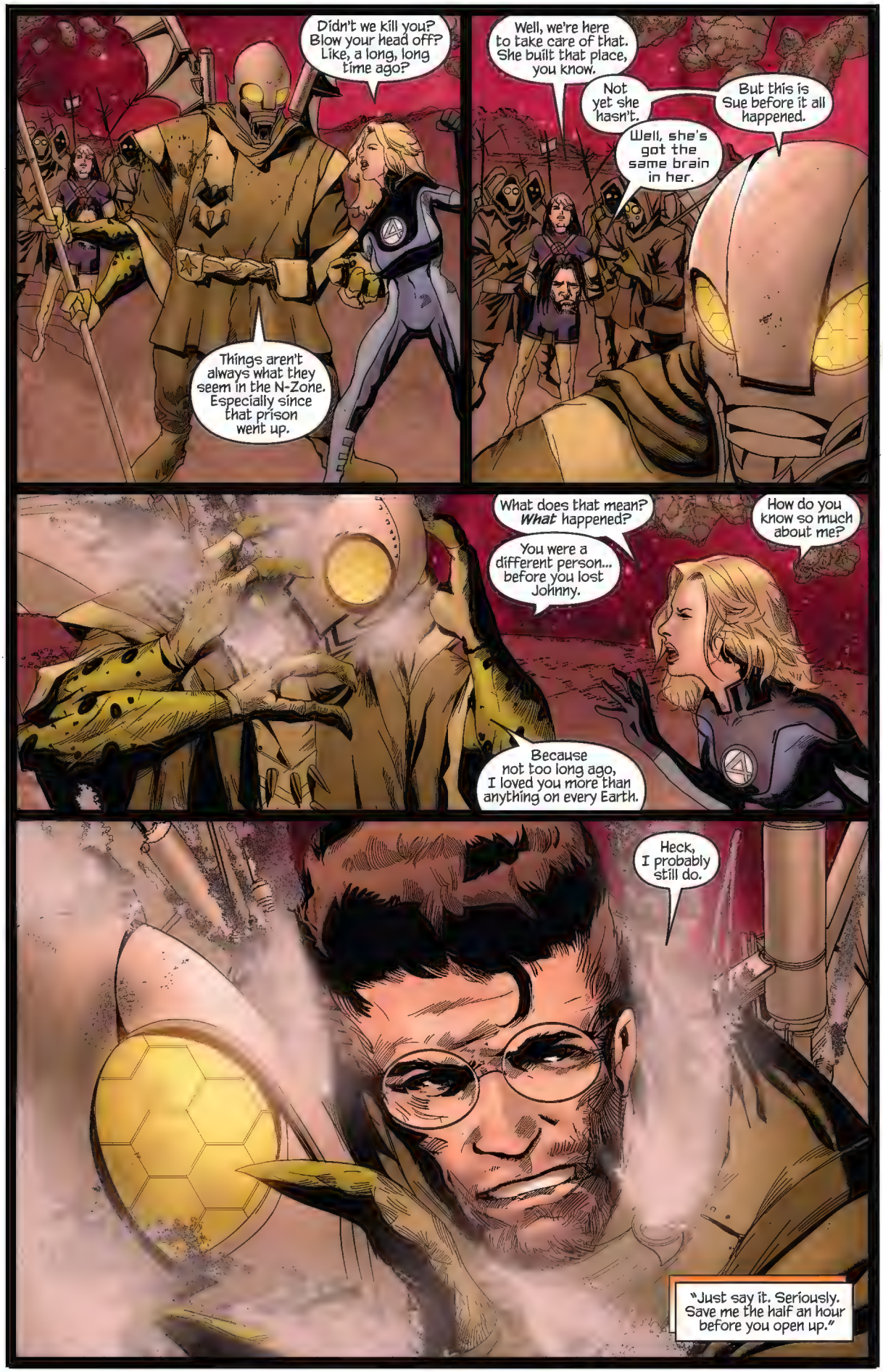

Yeah, that's 'cuz you're still alive.
Yeah, sorry about that, dude.
Fourteenth floor. Our main hangout.
I wonder if the Wii is still set up.
You play video games?
Not so much.

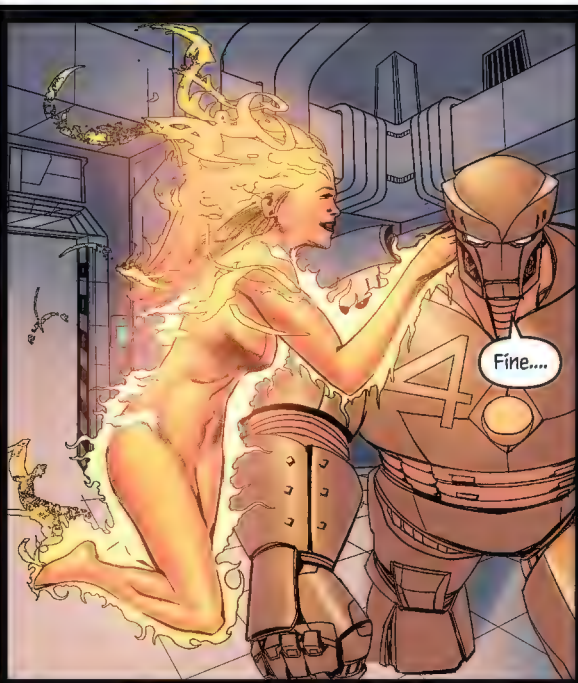
Hitting on Liz? This isn't some kind of you-secretly-love-me-power-transference thing, is it?
I hate you.


We got incoming.
Geez. Which should I be angrier at? That they replaced me with Namor? Or with a girl?
And that's me. Or Iron-Me. Where are Sue and Reed?
Probably went into the labs in the back. Some things never change.
I think that's me.
One of them should lead us to Reed. Let's divide and conquer what we got.

Ben and Liz, go after your other selves. The three of us are on Prince Caspian Sea.
Why do you get to pick the split-up teams?
Because I'm the adult. And I said so.


This is it. The most fantastic of all your inventions.
Did I give it a good name?
You just called it "the promise".
Good name.
You used the machine once, on Ben, then you disappeared forever. We haven't got it working since.
So. Namor, huh?
Really? You're really going to go there?
I'm not going anywhere.
Not anymore, apparently.
Reed. I think about you every day. Every nano-day.
Good.
So? Can you get it working?
For you?
I can do anything.


Didn't we kill you? Blow your head off? Like, a long, long time ago?
Things aren't always what they seem in the N-Zone. Especially since that prison went up.
Well, we're here to take care of that. She built that place, you know.
Not yet she hasn't.
But this is Sue before it all happened.
Well, she's got the same brain in her.
What does that mean? *What* happened?
How do you know so much about me?
You were a different person... before you lost Johnny.
Because not too long ago, I loved you more than anything on every Earth.
Heck, I probably still do.
"Just say it. Seriously. Save me the half an hour before you open up."


Fine....

Sue's going crazy. She *is* crazy. ***Bat-guano*** crazy.
Then tell her.
How, exactly?
For starters...

Flash those beautiful blue eyes of yours. What girl can resist those?
Crazy driven bitter-about-life-and-loss scientist girl, for one.

Good. More for me.

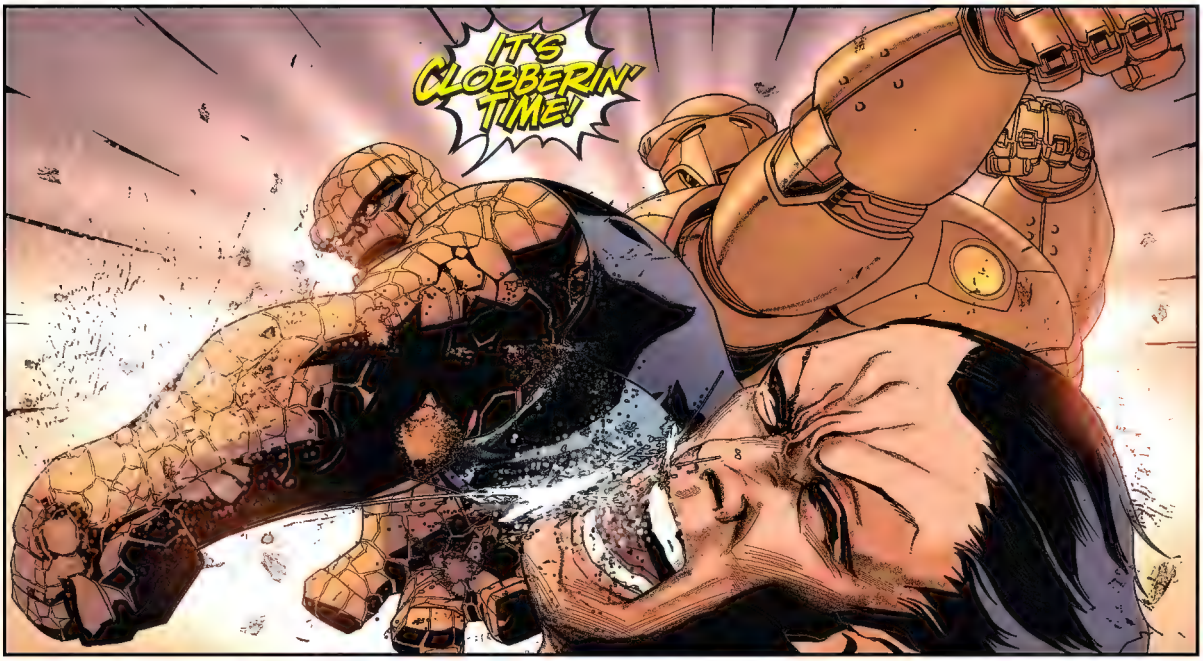
Okay, then.
Yeah.

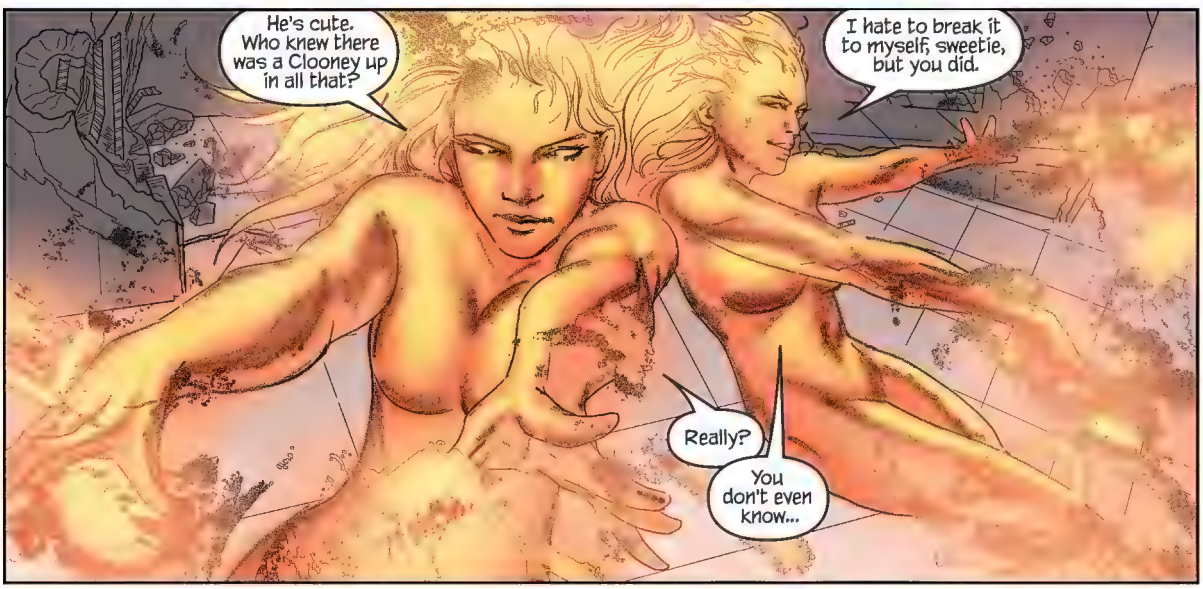
Um... hi.
Really hate to break up the most awkward moment of my life.
But we got somethin' in common...

What's up with the sneak and creep? Why don't we just kick Namor's fishy tail?
Because we need to know where Reed is. He doesn't seem the spill-his-guts type.
We can waterboard him.
Kidding.
Congratulations. You've just volunteered for a groundbreaking project.
Poor soul.
Um... guys...
I think that's me.

Okay, here goes.
I think I got the essence of the machine down to this handheld version.
A tiny promise, if you will.
What did you do to me?
Yeah...
What did you do to me?
Reed!
Where are we going?
We're needed elsewhere.

So. Her, huh? We could do worse.
Oh, we have.
Do you still, um... say it?
What? Oh yeah. Of course.
Cool.


IT'S CLOBBERIN' TIME!


He's cute. Who knew there was a Clooney up in all that?
I hate to break it to myself, sweetie, but you did.
Really?
You don't even know...

I haven't seen you struggle to reach anything since our accident.
Your powers are gone.
A casualty of the accident that reverted Ben. Took out myself, Cyclops, and Steve Rogers. Among others.
So you decided to reinvent yourself as *Nihil?*
Seemed the best way to win over the natives after you dumped me in the N-Zone.
Reed?
Yeah?
What happened to us?
Which of the twenty years should I start with?
The one where we aren't together forever.
I figured he would have told you.
Who?
Franklin. Come here.
Yes, sir.
Say hello to your mother.
Sue. You're going to be tested. Soon.
Then we'll stop it. Together.
You and me. Like we always do.
There're some things even we can't stop, Sue. They called it *"The Ultimatum."*
We were defined by how we dealt with it.
We?
You, specifically. Your passion. It's what makes you amazing, you just need to learn to...
You guys ready?
Cuz it's game time.

"Future me's security designs are probably based on Reed's. Which means they'll hit us fast and hard.

"We gotta be even faster.

"And we have to hit even harder."

It's so much like my dreams, it's scary.

Keep your head about you. Banshee or not, you can barely keep up with one of me.

You're good.

I'm following your lead. You've had this a while, huh?

Longer than I'd like. I'm not entirely comfortable with all this power.

They just keep coming.

That's the point.

We can't keep this up forever. Is there a master switch for these guys?

Hmm...

...maybe there is.

SHLKKK

Reed!

You just got to feel it. Let it flow through you -- it's the only way to handle so much power.

Thanks.

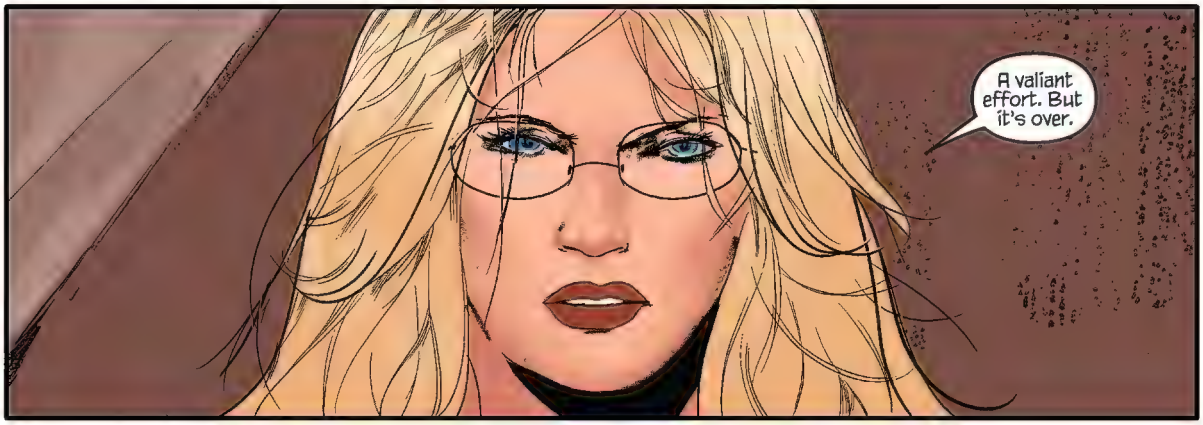
That will come in handy...

...when I have your Phoenix power as well.

What are you doing?
Taking what's rightfully ours.
You never embraced the full power of the Phoenix, Jean Grey. You don't deserve it.

You were the traitor.
Franklin? Why would you do this to us?
Sorry, Dad.

But I guess I'm just a momma's boy.

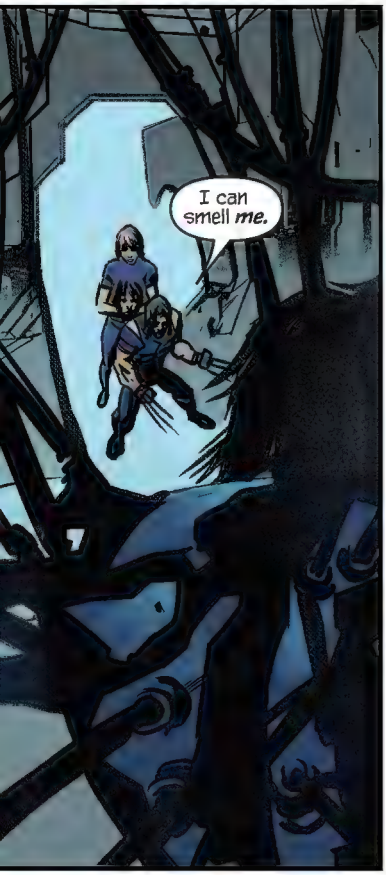

A valiant effort. But it's over.

You don't have to do this.
I'm afraid I do. This tiny rebellion ends now.

Or your boyfriend dies.

Since I came to be -- there has been the rumor of one called the Master Mold.
Master Mold? What the hell is that?
It's a central nervous system. Somehow, it allows machines like me to act like...
An animal like me.

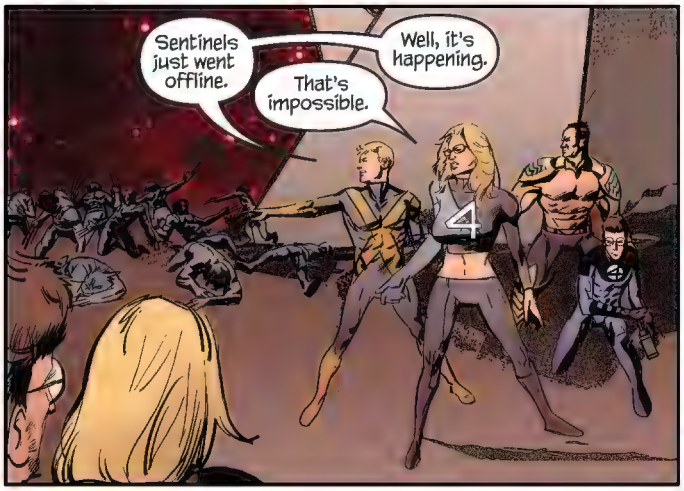
How did you know that?
I can smell him.
Or should I say...


I can smell *me.*

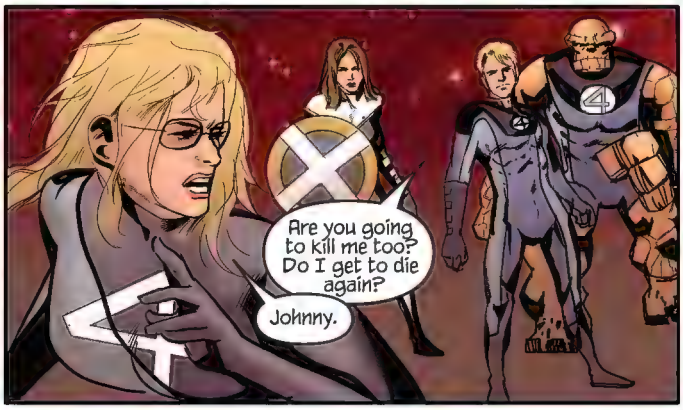
My God.
I thought I'd be much older. Heck, I look younger here.
He's saying something.

Get out.
SNIKT

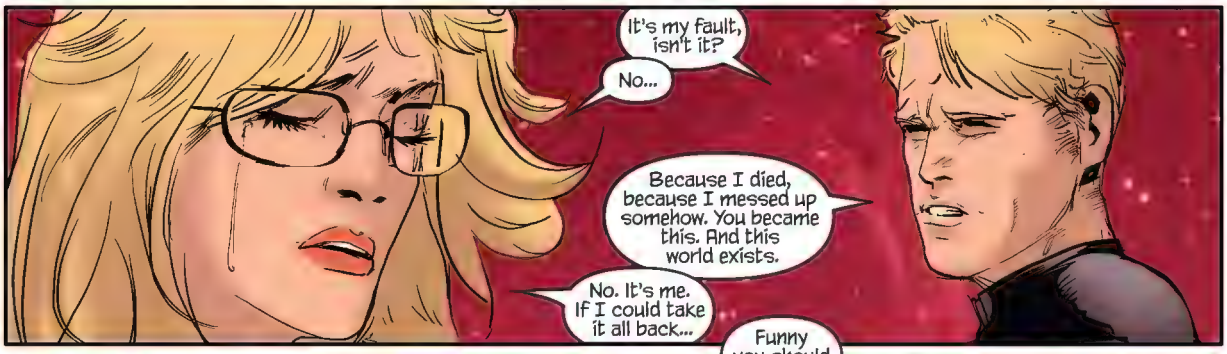
KRRAAKK

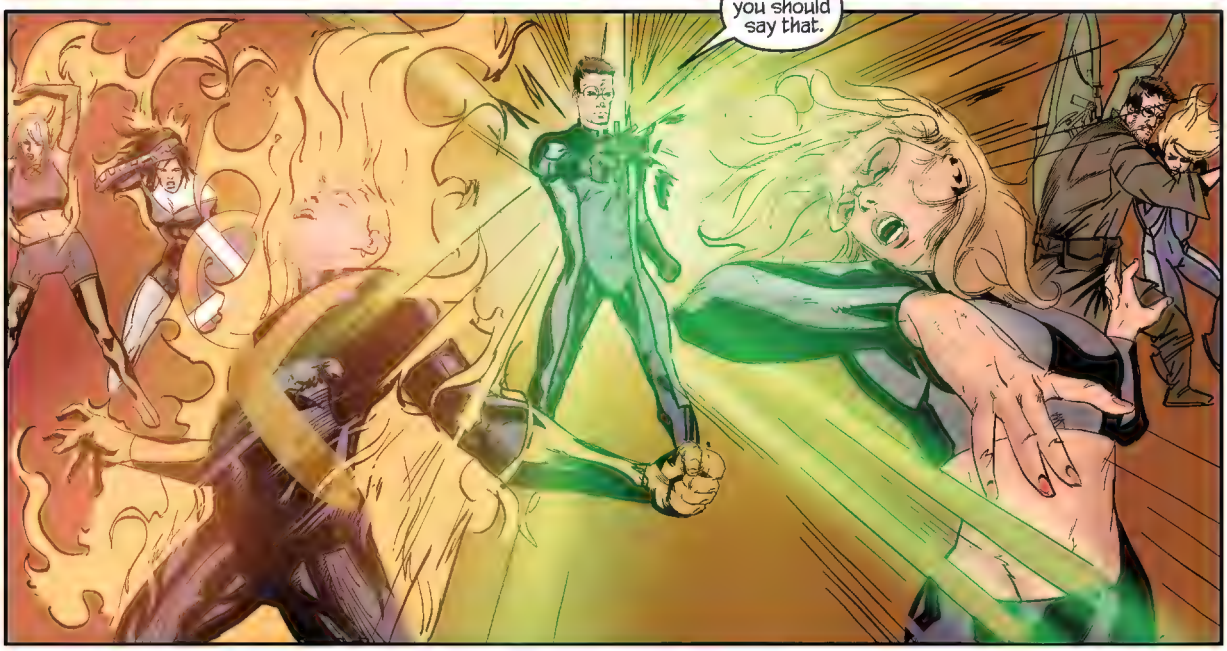

Sentinels just went offline.
That's impossible.
Well, it's happening.

No matter. Franklin.
Yes, mother?
Kill them all.
What?
They all need to die.
What about me, Sue?


Are you going to kill me too? Do I get to die again?
Johnny.

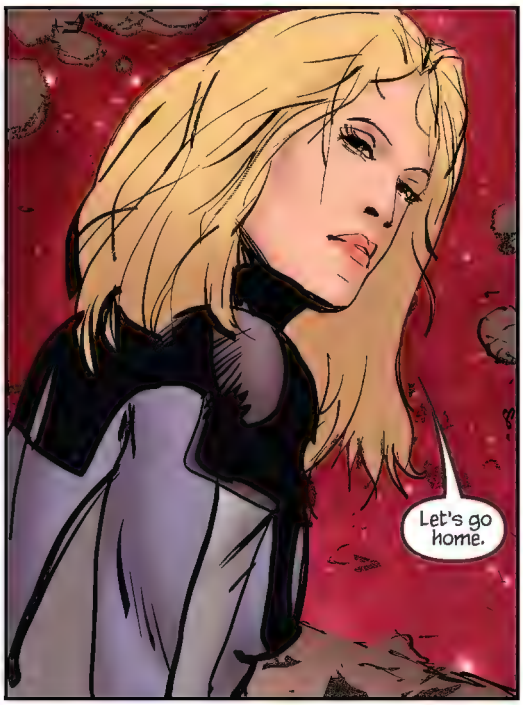
I saw that statue. You know the first thing I thought?
At least it was me. And not Sue. Someone was paying attention.


It's my fault, isn't it?
No...
Because I died, because I messed up somehow. You became this. And this world exists.
No. It's me. If I could take it all back...


Funny you should say that.

Oh, man, *that's* where those were. Thanks for holding onto them while I was in the clink.
Goofball.
Hang in there.
For how long?
Just hang in there.

I'm so sorry for...
It's not you. Not yet. And you gave us a fighting chance.
Thanks.


Let's go home.

Well, that happened...

So...
Yeah.
Reed says there are like a million futures.
No. Yeah. It's...
I'll see you around, Ben.
So. I'll call you? Maybe a movie next week?
Yeah. Sounds good, Johnny.

Westchester County, New York.
Xavier's School for Gifted Children.
Today.
Are you avoiding me again?
Just avoiding life.
We gonna talk about this? About me using Banshee?
No.
Logan...
Then we're square.
You gonna use it again?
But it's my baggage. Got my monogram on it. I don't want anyone else carrying it. You get it?
I do. So we're good?
Good? Far as I can tell, we're lovers.
We are so not.
Listen, either you got a thing for me or a thing for robots.
I know a guy who knows a guy who knows Ultron.
Logan...
I'm glad there's only one of you.
Me too, kid.

Future you told me we had tough times ahead.
So it seemed, huh?
There's no way.
What if I'm destined to become her?
There's always a way. You always say that.
You have the sweetest heart I've ever encountered. And a brain that serves it pretty well.
And in case I don't tell you enough, you're kinda my hero.
It could still happen.
Not a chance. So long as you have me.
And we're going to be together forever.

You look kinda hot with a beard.
So I hope you're right.
I know I am.
END

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ISSUE
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Manhattan docks, six months ago.
Listen, it's *all* connected.
That's it. *That's* the secret.
What is? Secret to *what*?
All of it- all of this- it's all connected.
You- me-
They don't want you to figure it out.
They don't want you to know.
Who *are* you?

Time to put on your collar, Doctor Banner.
Great! Where were you, like, a billion years ago?
Oh God! No!
LEAVE ME ALONE!
You know how this works, Banner-
You can either put it on yourself or I can put it on for you.
Wait- what is this? Who are you people?
Just leave me alone!!
Uh- why doesn't everybody just calm down a minute. Just-
You're interfering with a matter of...
...national security.
Oh no...
LEAVE--
What's going on?
ME!!
ALONE!!
FIRE!

HHYYAAARRRGGHH!!
BOOM
That's a negative on a direct hit, blackbird. That's a big, fat negative.
Yeah, we noticed.
Target confirmed.
Oh man, target is on the move...
Repeat.
Target is on the move.
The target is heading toward Jersey.
Pursue. The order is pursue.
Roger.

Guadalcanal Campaign
Battle of the Tenaru
August, 1942
WHUMP
WHRAM
TAKE THIS FIGHT RIGHT TO THEM BOYS!!!

THIS IS FOR OUR FREEDOM!!
KPOW
ZING
RATATAT
BWEEE
ZIP
VIP
VIP
BWEEE
TLING
POW
VIP
BLAMBAM
Let's show these ye-
<What is that?>
<I don't know.>
<Aim for it.>
SPLAT
SPAT
VIP
ZIP
TZIIING
ZIP

This is terrible.
We did take the island, Mr. President.
Our super soldier is dead.
There's blood on the flag.
Well, sir, he was a good soldier.
But he was just a soldier.
Sir, you asked us to create a symbol-
I want a super soldier who really is a super soldier.
More than a man, he has to be a symbol.
A God-fearing symbol to those godless bastards.
Sir.
This is a war of images, gentlemen. Cameras and film...
I don't want to see this- I don't want to see a man in our blood-soaked flag lying on the bodies of those who died for our freedom.
Yes, sir.

The Allied Invasion of Sicily
August, 1943
WHUMPF
Makin' some noise there, Howlett.
Worked, dini't.
Hot diggity damn!!
So whadda we do now?
Hey Fisk, you say you know a guy who can move this stuff?
Uh, no, Fury. I ain't said that..
So whadda we do with it?
Split it up. You take yours, ship it home, stick it in your locker...
You think this is *real*?
It's in a safe, ain't it?
Well, it *was!*
Hahaha!!
What's this, now?

We're at war!
The freedom of the world is at stake!!
And *this* is what you do?

Private Nicholas Fury. Where's your unit? Do you even know??
(Told you it was too loud.)
Um, I'm just a Canadian soldier and I was just-
#$%#!!

Halt!
AAAGGHH!!
BAM

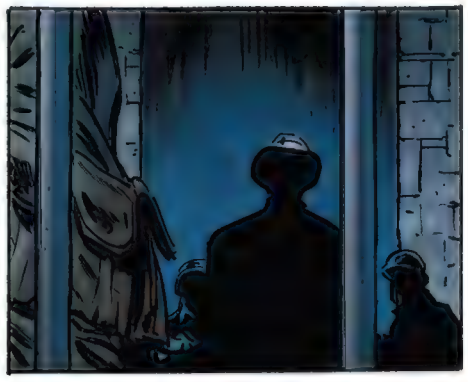
AAAGGHH!!

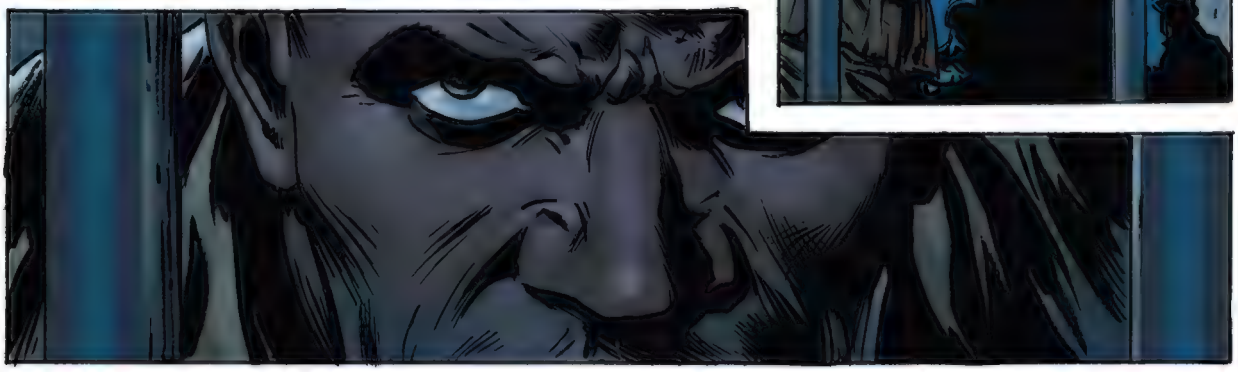
Whoa!!
Get off!!!
Settle down, midget!
MP
SPOK
Übersetzstelle
LE MESSINA

You know where we are?
Were you overseas?
Nope.
Yeah.

I don't think we're getting our day in court.

It was a long boat home.
Yeah.
What you in here for?



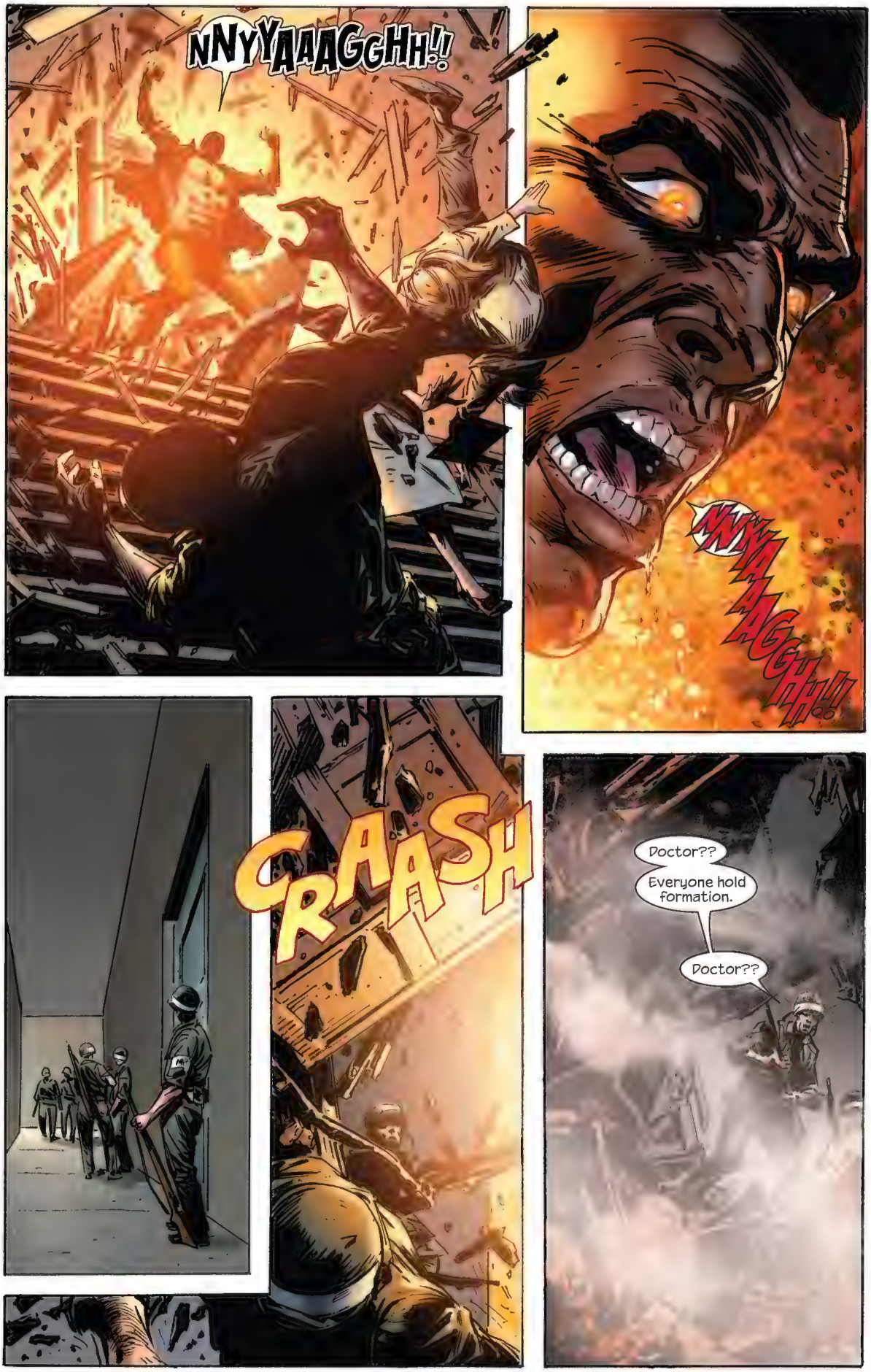


MP

This one.
Who are you?
Where *am I?*
Where am I?!!
Settle down, boy.
What is this??
Back away from the door.

Test subject 41. Project Rebirth.
Subject name: Nicholas Fury.
What is this?
The blood samples were healthy and matched that of subject 22, which had our largest success.
Please just tell me--
We've adjusted the plasma levels to match the previously taken blood sample.
We're hoping that the new mixture will bring a breakthrough.
Are you taking notes?
Yes, sir.
Just tell me what-!!!!
Pipe down and take your medicine.
This will be over momentarily.
It's in your best interests to relax and allow us to do our work.
I just- please!!! I just want to know what this is-
You wouldn't understand so it wouldn't help us to explain any of this to you.
Where am I?
You're in a laboratory and you've been selected for experimentation.
What kind of-??!!
It's an honor. I hope you know that.
Agh!
Injection successful.
Time 4:11 PM.
Time logged.
WHAT YOU DOIN' TO ME?!!

No protuberances.
Hmmm... that is promising.
Take his temperature.
How do you feel?
Open, please.
Mmm!!!
Guhh!!
NNYYAAAGGHH!!
Stations, everyone!!
Oh my God!!


NNYYAAAGGHH!!
NNYYAAAGGHH!!
CRAASH
Doctor??
Everyone hold formation.
Doctor??

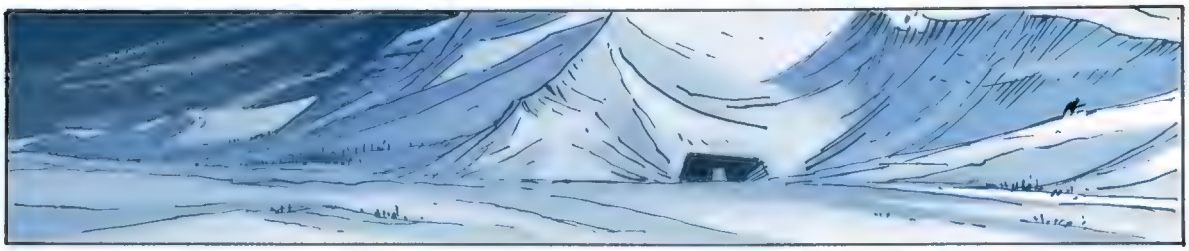
CRACK
Take it down!!
THUMP
Gah!
WOK
Argh!
BR
THUNK
THWOP

BRI
PPPP

Oh my God!!
Doctor??
Wh- where is he??
Did you put him down?
He- he let all the other prisoners go.
There're two teams on the ground still looking for him.
Please do try to find him.
Frankly I'd like to thank him. We finally have what we need.
We have our breakthrough.

Alberta, Canada
October, 1943
Let's wake him up.
NNYYAARRGGHH!
Settle!!
Stand down!!
Guns down.
You're with friends, James.

HURRAAGGH!!



Hugh!!
Hugh!
Hugh!!

Fan out.
Rocco seven.
X station-- we have him. Orders?

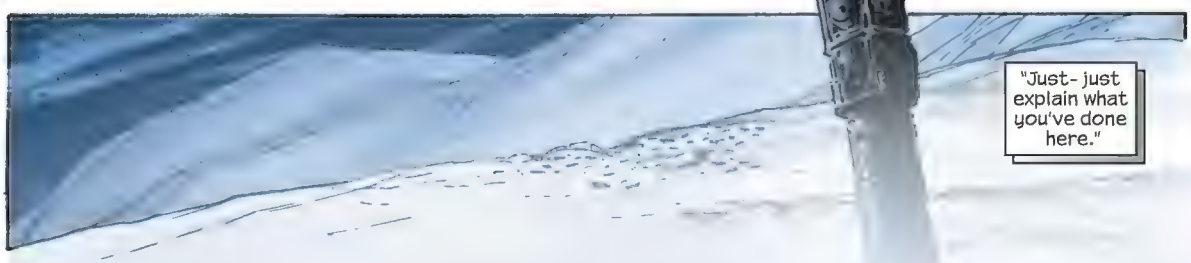
Shoot him.
Shoot to kill?
You have your orders.

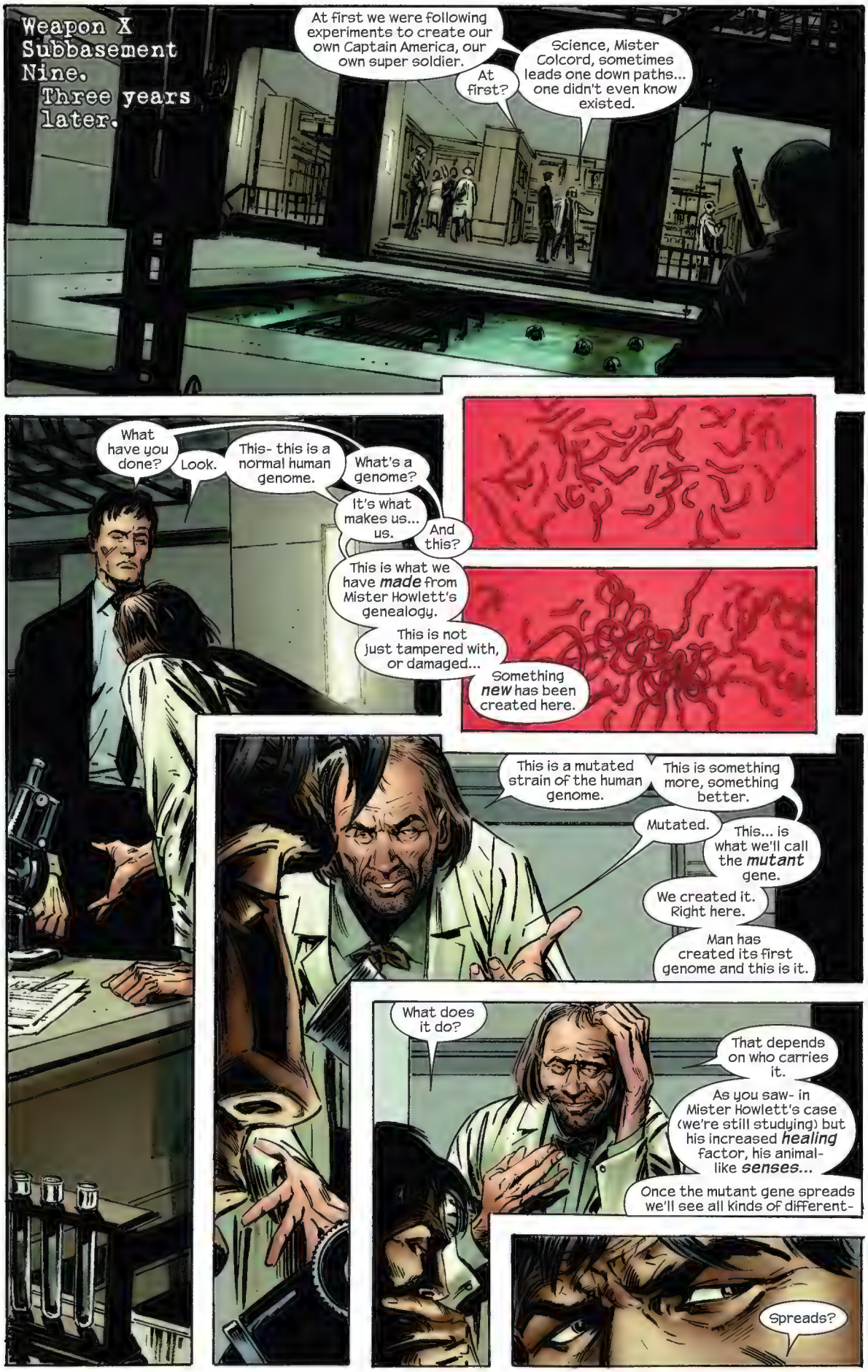
BRIP PPPP

Target down.
Is he alive?
He's not breathing.
Double-check.
Yes, sir.

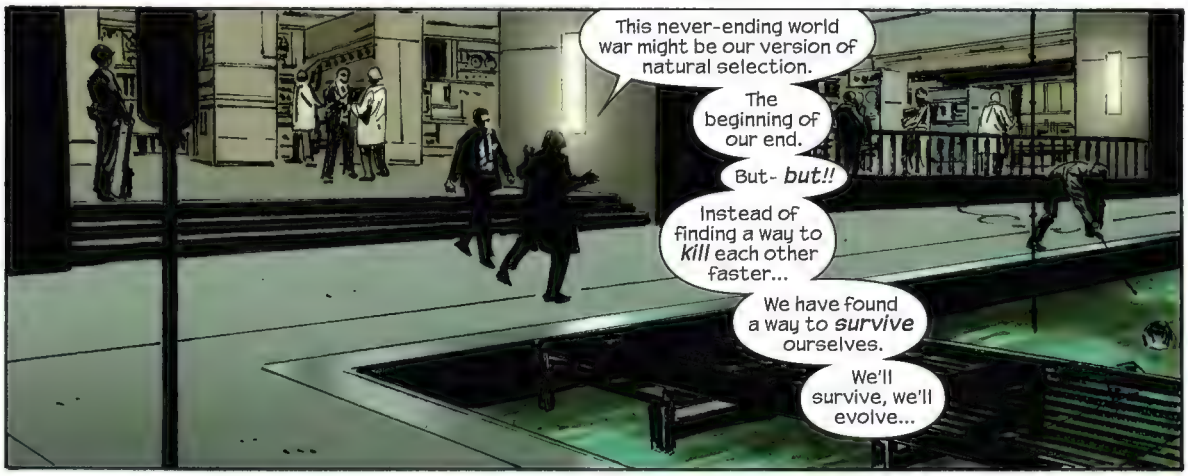
Whoa!!
Uh- did you guys see that-?
Grab him and bring him in before he wakes up.
Wakes up?
We shot him in the head.
The wounds- the wounds-
Bring him in quickly.

"I need you to explain this, Doctor Cornelius."
"I'm sorry this is such a shock to you. I thought we were on the same page."

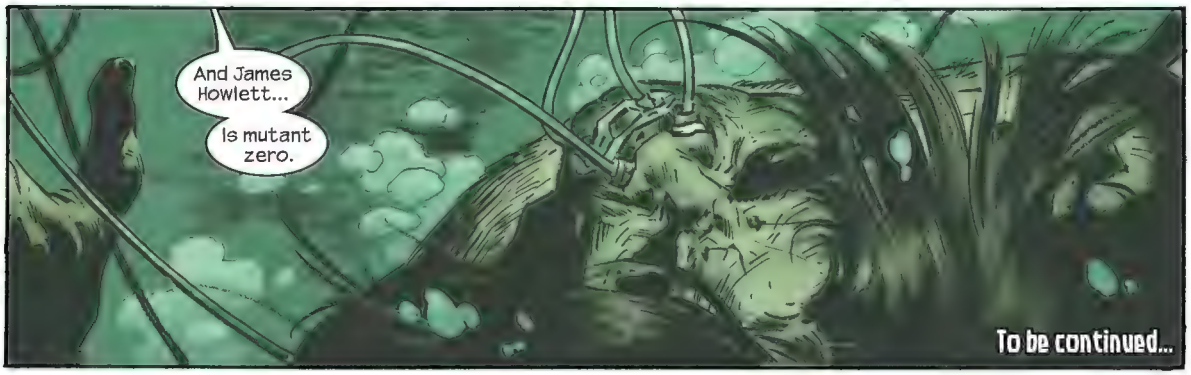

"Just- just explain what you've done here."


Weapon X Subbasement Nine. Three years later.
At first we were following experiments to create our own Captain America, our own super soldier.
At first?
Science, Mister Colcord, sometimes leads one down paths... one didn't even know existed.
What have you done?
Look.
This- this is a normal human genome.
What's a genome?
It's what makes us... us.
And this?
This is what we have made from Mister Howlett's genealogy.
This is not just tampered with, or damaged...
Something new has been created here.
This is a mutated strain of the human genome.
This is something more, something better.
Mutated.
This... is what we'll call the mutant gene.
We created it. Right here.
Man has created its first genome and this is it.
What does it do?
That depends on who carries it.
As you saw- in Mister Howlett's case (we're still studying) but his increased healing factor, his animal-like senses...
Once the mutant gene spreads we'll see all kinds of different-
Spreads?

Who knows how it will affect the others, but-
How will it spread?
Eventually man would become extinct. You do know that, right?
Like the dinosaur before him.


This never-ending world war might be our version of natural selection.
The beginning of our end.
But- but!!
Instead of finding a way to kill each other faster...
We have found a way to survive ourselves.
We'll survive, we'll evolve...

Right here- we control the fate of man.
We created a new species.
We've created the mutant.


And James Howlett...
Is mutant zero.
To be continued...

MARCH OF
ULTIMATUM™
ULTIMATE
ORIGINS
ISSUE
2
OF FIVE
MARVEL
BRIAN MICHAEL BENDIS
BUTCH GUICE
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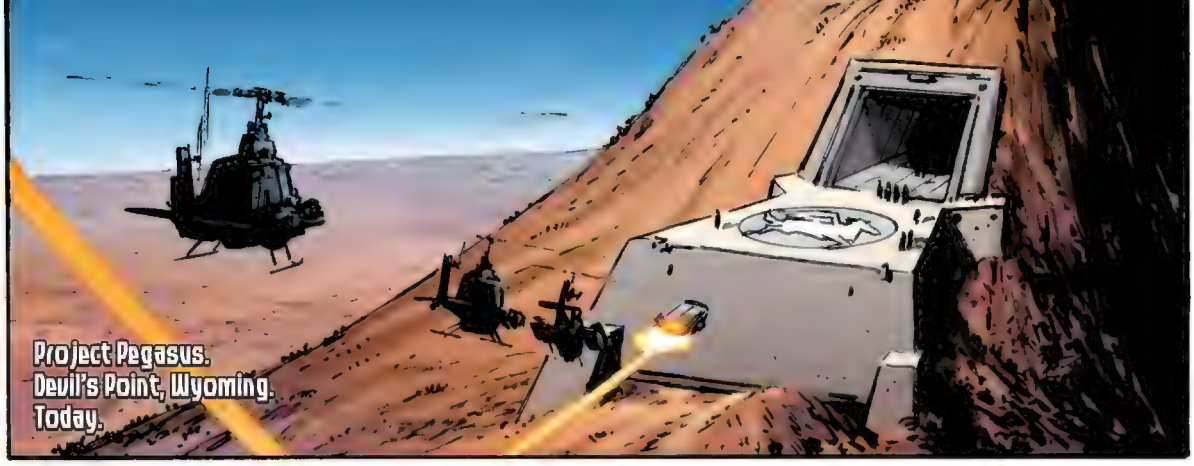
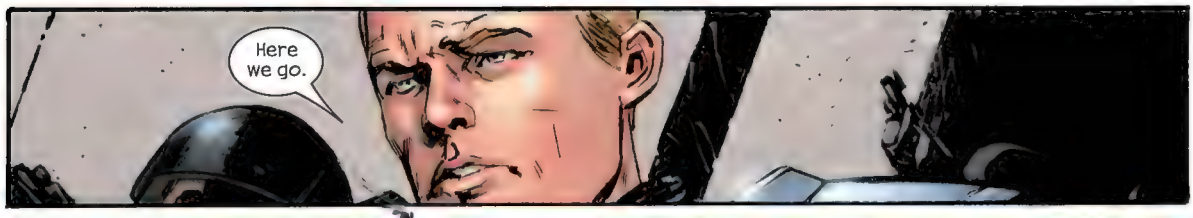
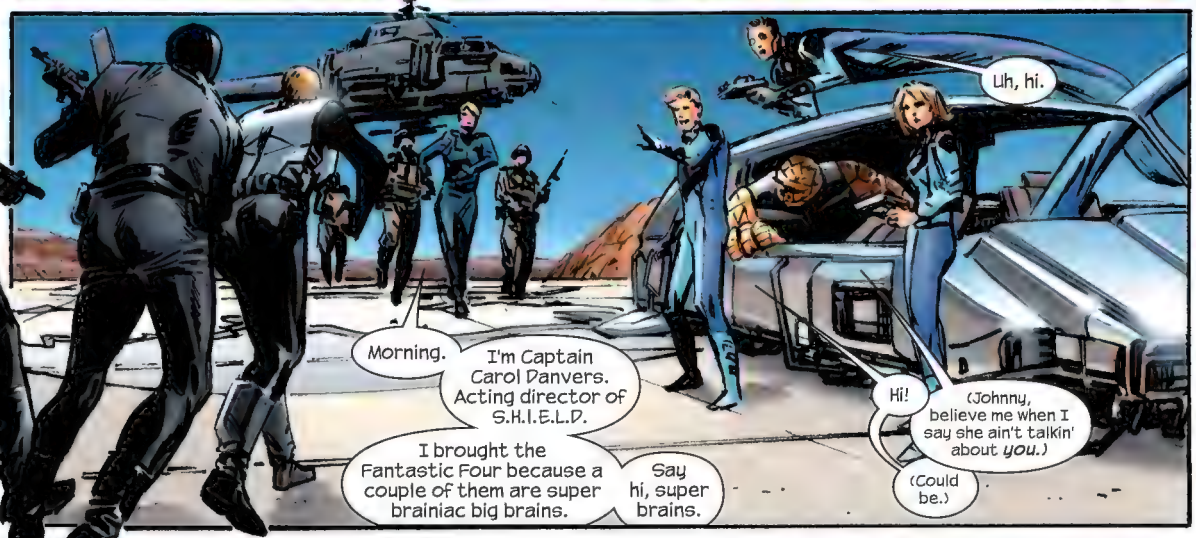
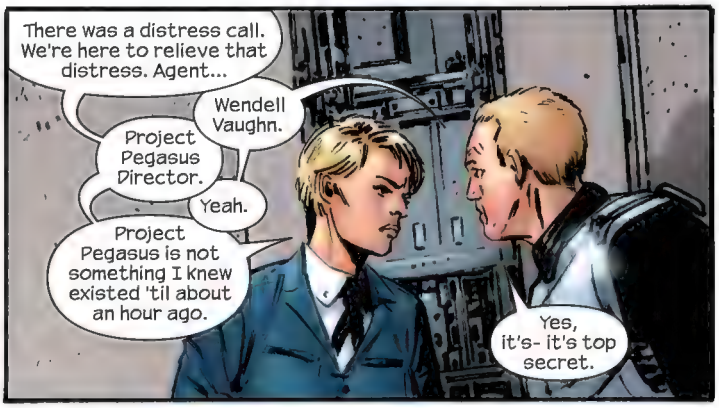

Project Pegasus.
Devil's Point, Wyoming.
Today.


Here we go.


Morning.
I'm Captain Carol Danvers. Acting director of S.H.I.E.L.D.
I brought the Fantastic Four because a couple of them are super brainiac big brains.
Say hi, super brains.
Uh, hi.
Hi!
(Johnny, believe me when I say she ain't talkin' about *you.*)
(Could be.)

Uh, where's Nick Fury?
Not here.
You might want to check your e-mail, Agent. There've been some memos.
Uh, where are the Ultimates?
The Fantastic Four are better suited for this.
Uh, who are you again?


There was a distress call. We're here to relieve that distress. Agent...
Wendell Vaughn.
Project Pegasus Director.
Yeah.
Project Pegasus is not something I knew existed 'til about an hour ago.
Yes, it's- it's top secret.

Yes.
Where's Nick Fury?
Why don't you show me what the problem is.
Um- it's top...
...secret.
Uh... okay.
Follow me.

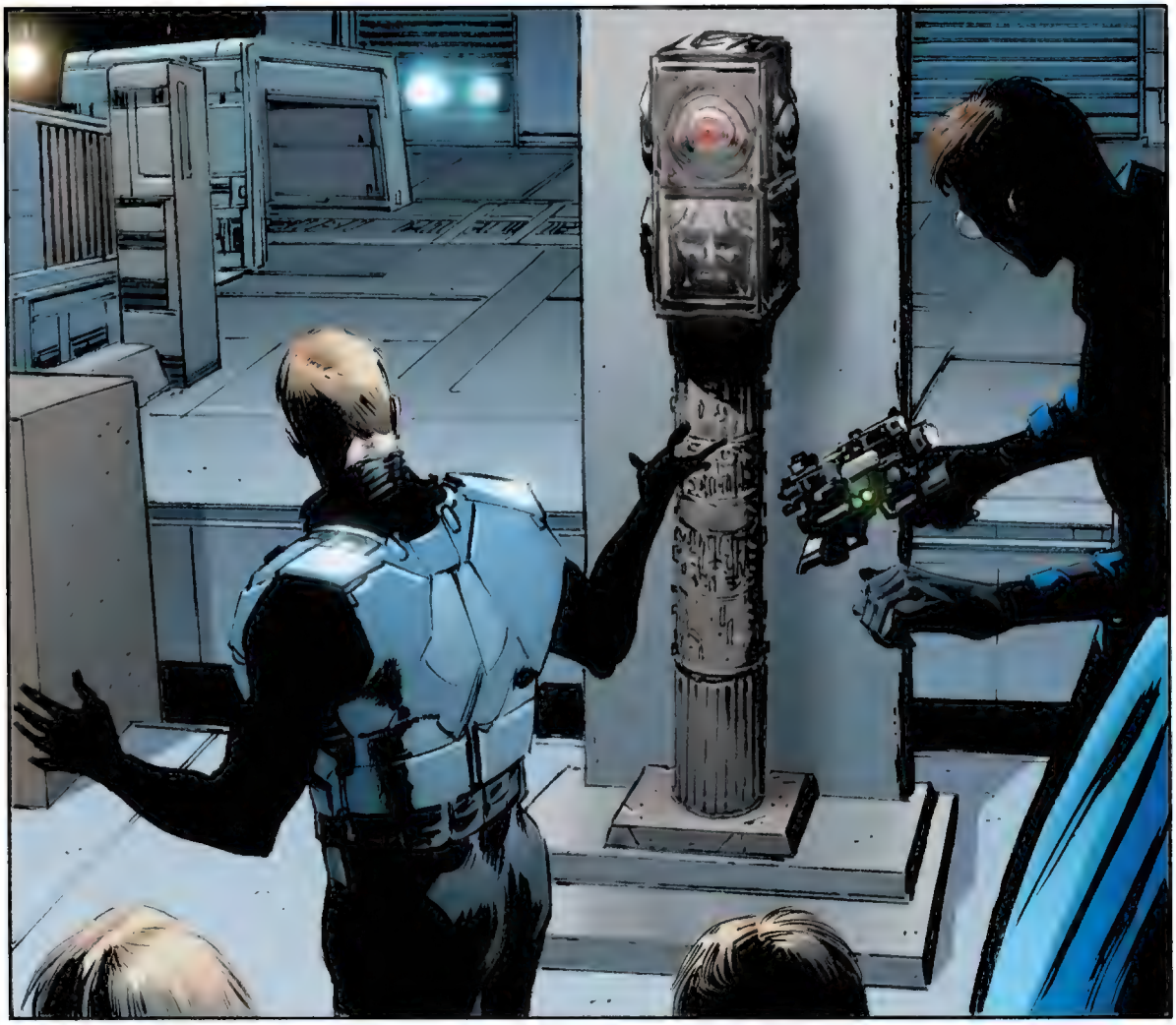
This is Project Pegasus.
What?
Is it like a museum?
It's where S.H.I.E.L.D. keeps all objects of mysterious origin or unexplained power that the United States authorities have accumulated over the years.

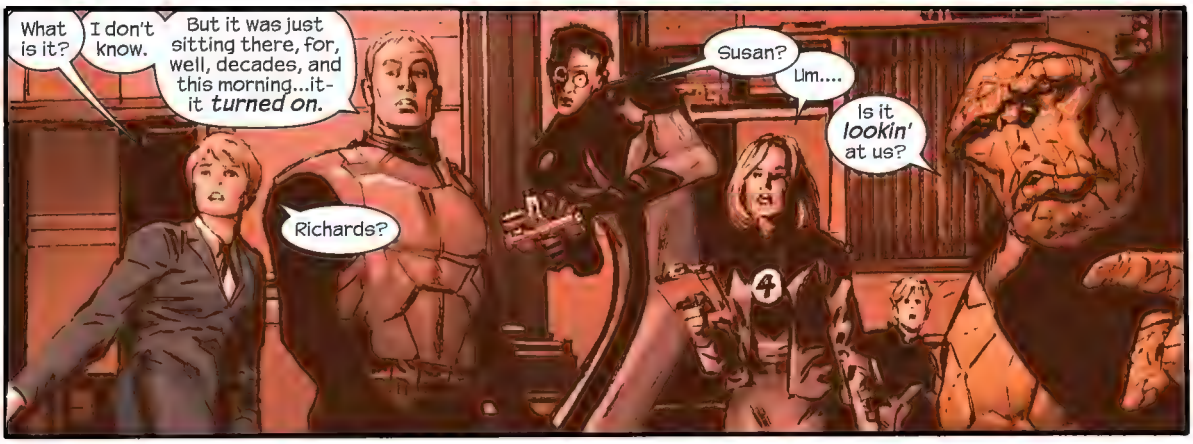
You keep all these objects in one place?
Dear Lord.
Obviously every precaution is taken to keep the objects safe.
Yes, but...
Hey, I didn't invent the place.

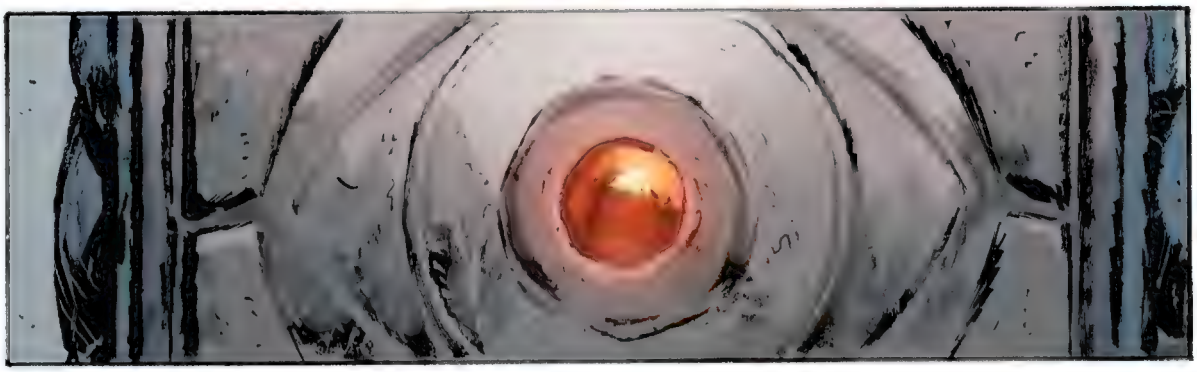
I, uh, I wouldn't touch that.
All these things- are there files on all of this??
Not for the public. And not on everything, no.
Nick Fury just threw anything he didn't understand into a mountain and hoped for the best??
This place dates back waaaay before Nick Fury's time.

Okay, well...
As hard as it is to imagine something could go wrong in a place like this...
What went wrong?? What's the emergency?

Well, that...




What is it?
I don't know.
But it was just sitting there, for, well, decades, and this morning...it-it *turned on.*
Richards?
Susan?
Um....
Is it *lookin'* at us?

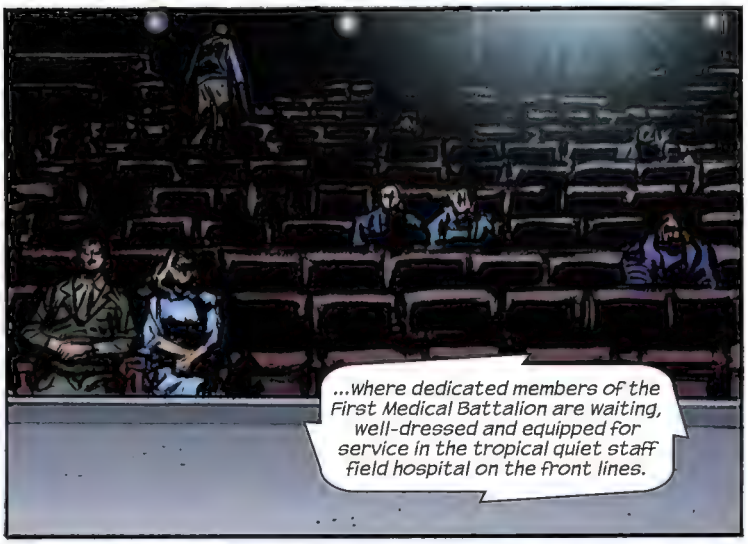


New York, 1942.
The world at war and we take you there.
Hitler's armies goose-step toward Berlin as a reign of godless terror sweeps across Europe.
American troops come by boat, by plane, and by the thousands...
While here at home, the women do all they can.
Here we see American soldiers firing at German paratroopers just past the battlefield line...
Our President shakes hands with heroic soldiers wounded in the call of duty.
Vice President Truman is at the christening of a new battleship called the Defender of Tomorrow.
Meanwhile, Adolf Hitler addresses his masses calling for a strong and mighty end to the nations who threaten their--
Steve?
Steve Rogers?

Hey, Gail.
Are you here by yourself?
Umm...
This is- hey, this is a friend of mine from school. This is Stevie Rogers.
This is Patrick Loika. He just enlisted. He's shipping out.
Yeah, hey there.
Where've you been?
Oh, I'm... I'm working at the--
We should get together.
Sshh!!
Yeah, sure.
I mean it.
Doll, the movie's on. You're talking.
A hospital ship, with United States Army nurses...

...arrives in Port Moresby, to care for the troops wounded in the furious fight for New Guinea.

The more serious cases are sent back to the Australian mainland...


...where dedicated members of the First Medical Battalion are waiting, well-dressed and equipped for service in the tropical quiet staff field hospital on the front lines.

How many times we got to go through this, kid?
Isn't there something I could do?
Kid, you *failed* the physical.
That means you *stay here.* You work at the factories.
With the *dames*???!!
We all gotta do our part.
I- I could do *your* job.
Kid...
No, I *could.*
Kid, I'm eatin'.
I *want* to do my part!!
I want to help stop this war. You tell me what to do and I'll do it.
I hear ya kid. I do.
No, you--
But I don't make the rules and the rules say you ain't fit for combat.
RRLING
You... you'd be a--
Yes?
Uh, okay.
Um, go in there.
Why?
Just go in there.
What's in there?

Mister Rogers, I'm Sergeant Dugan. Can we have a word?

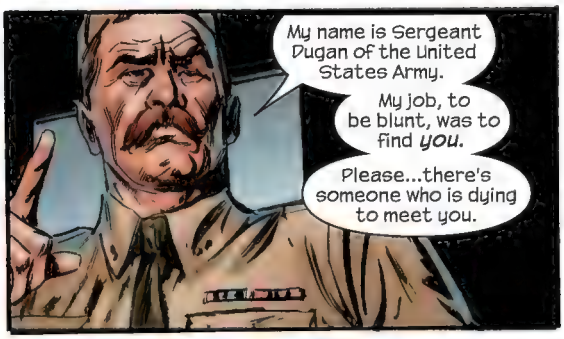
Am I in trouble?
No.
What's this?
We wanted to talk to you about your predicament.

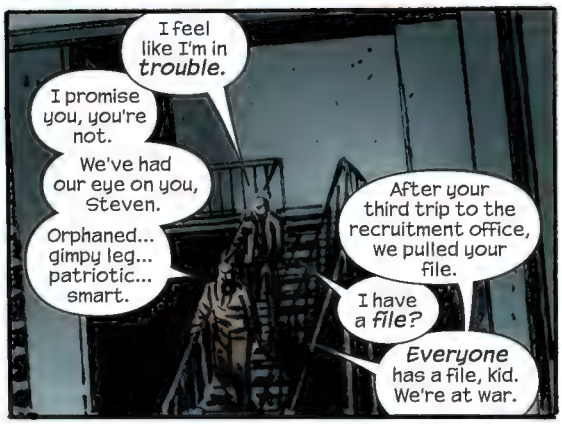
How many visits to the recruitment office has this been?
I'm...I'm sorry if I've been a pest. I only--
No one is angry with you, Steven.
We want to talk to you about your *passion.*

Why do you want to enlist so badly?
Why? Because... because the Germans and the Japs are wrong and they're going to take over the world if we don't stop them.

After you...

What is this place? Who are you?

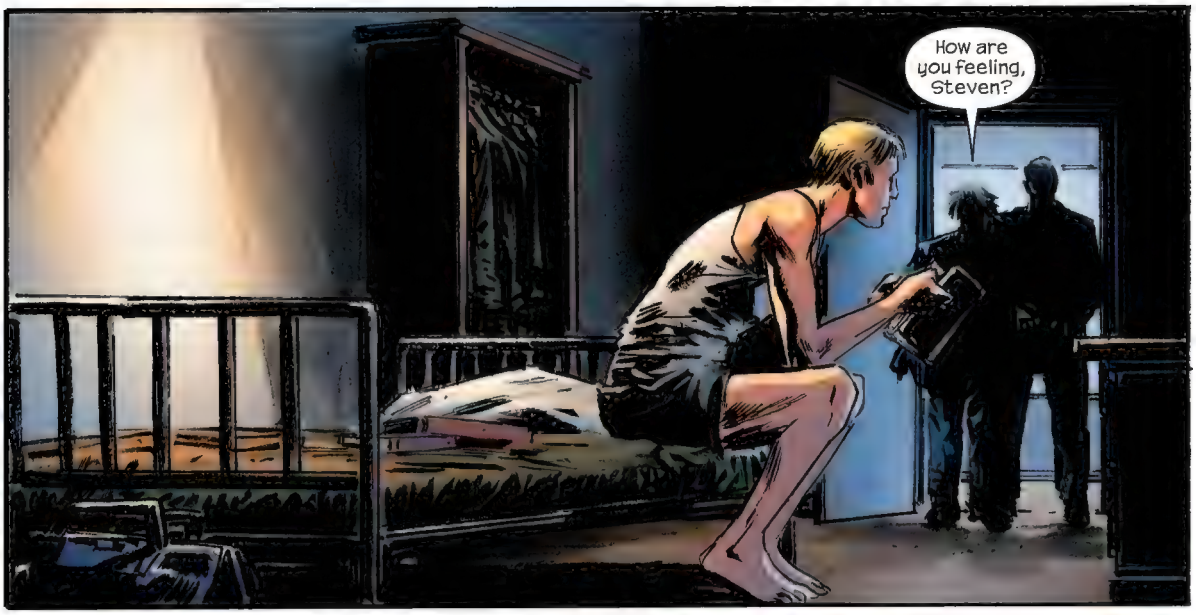

My name is Sergeant Dugan of the United States Army.
My job, to be blunt, was to find *you.*
Please...there's someone who is dying to meet you.


I feel like I'm in *trouble.*
I promise you, you're not.
We've had our eye on you, Steven.
Orphaned... gimpy leg... patriotic... smart.
After your third trip to the recruitment office, we pulled your file.
I have a *file?*
Everyone has a file, kid. We're at war.

You *fit.* You're a perfect candidate. So we--
Perfect candidate for *what?*
Steve Rogers, I'd like to introduce you to...

...Doctor Erskine.
He runs Project: Rebirth.
May I have some blood and urine?

On paper, the results are very promising.
Steve Rogers fits every physical and mental criterion needed for this project.
His blood work is perfect.
His reaction to the steroid cocktails has been well within acceptable range and his heart and mind are exactly where the president wanted our subject's to be.
Could it be that the missing ingredient was pure intent of the subject's will?
Could that be what was missing?
If Rogers survives tomorrow's injections, this will be one of the most important days in the history of medical science.
This will turn the tide of the World War.
This concludes phase three of my notes.


How are you feeling, Steven?

I threw up this morning.
I'm okay now.
Did you?
You have a lot of chemicals in your system- it's nothing to worry about.
I'm ready, though. I'm ready.

You'll be ready soon. You have more reading to do.
What is this?

This is everything the American government knows about people who live on this planet that were not *born* here.
What?

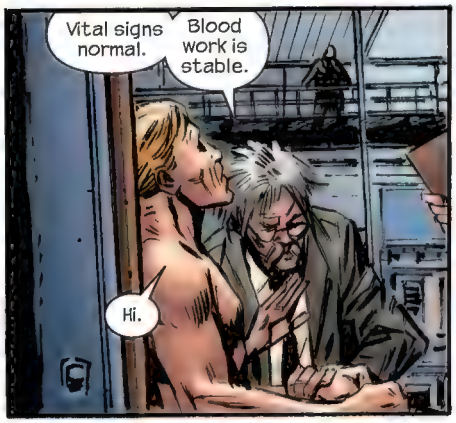
On top of the Nazis and the Japs, you're going to learn that there are those working *with* them that are not from here.
Obviously we assume them to be the *most* dangerous and immediate threat.

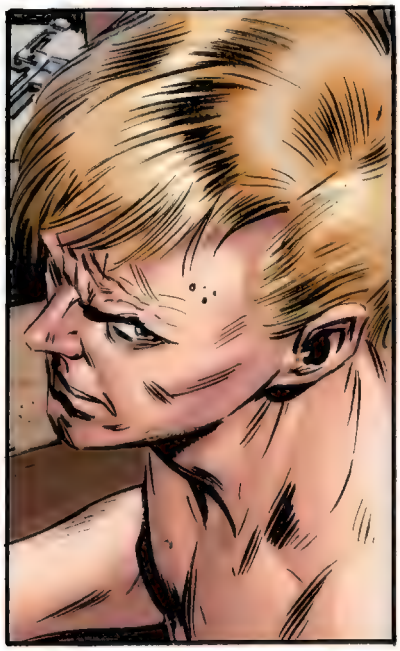
What?
Little *green men* from *outer space?*

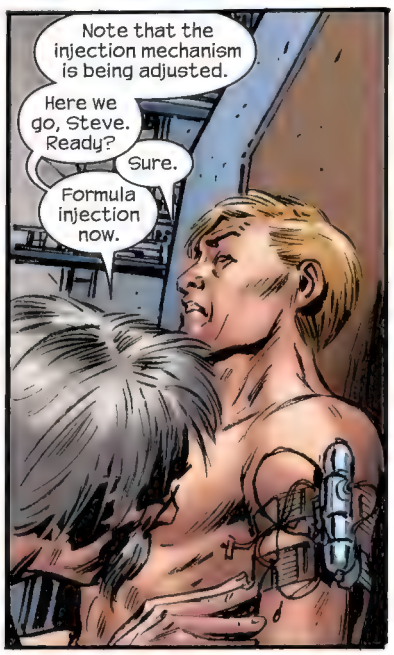
No.

Test subject 55. Project: Rebirth.
Subject name: Steve Rogers.
How are you feeling, Steven?
I'm ready.
That's good.

Have a seat.
Okey dokey...


Vital signs normal.
Blood work is stable.
Hi.




Note that the injection mechanism is being adjusted.
Here we go, Steve. Ready?
Sure.
Formula injection now.

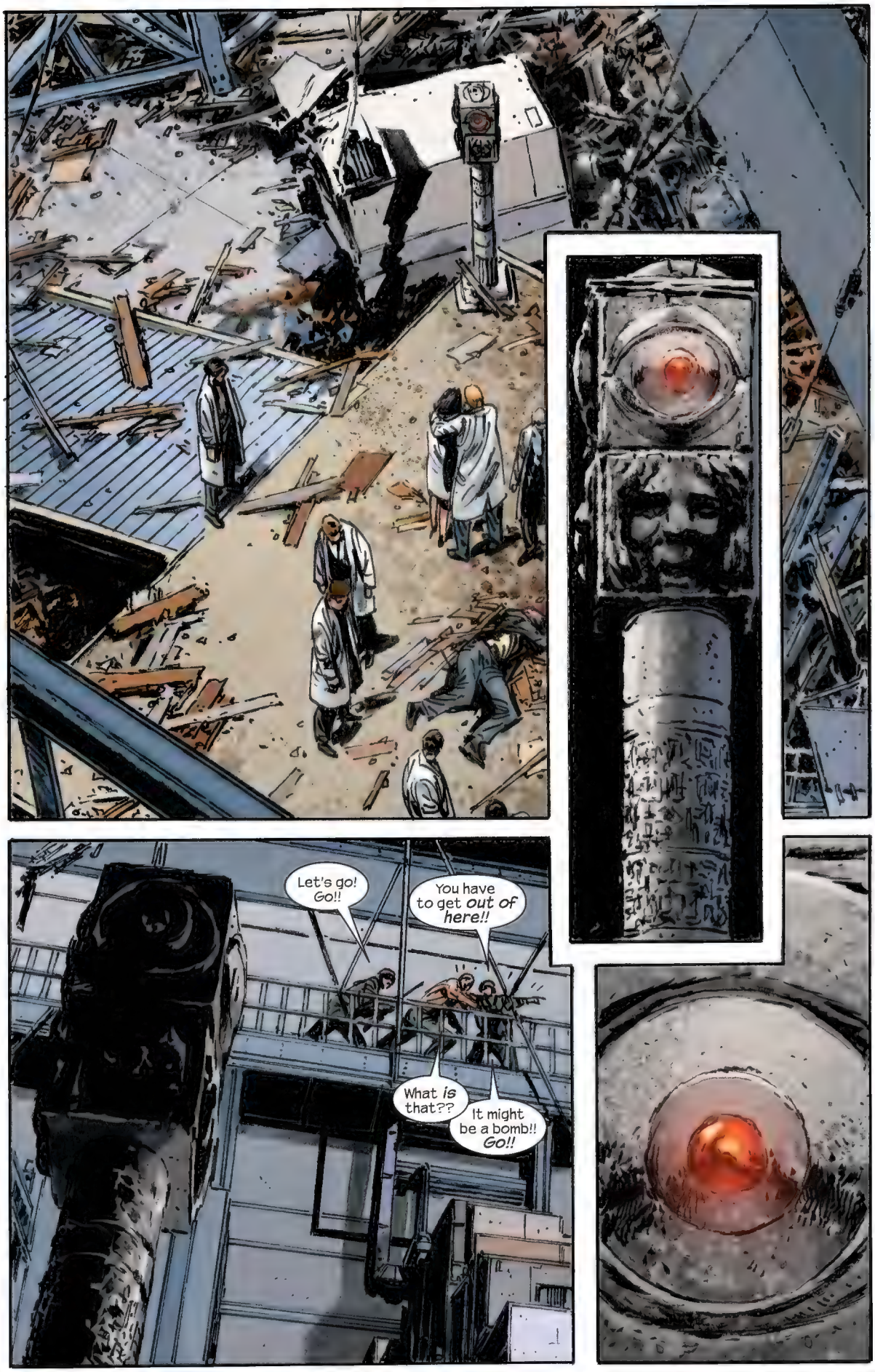
Injection successful.
Time: 3:32 PM.
AGH!
Time logged.
Nn...
No protuberances.
Take his temperature.
How do you feel, Steven?
Nnaagh...
Vital signs within acceptable range.
(Write that down.)
Are you having trouble breathing?
I think... I am.
Check his pulse manually.

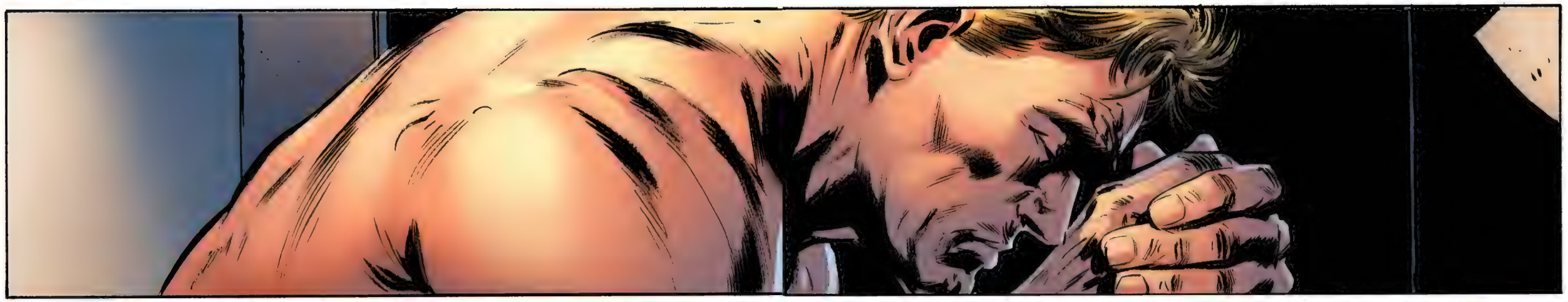
NNYAAAGGHH!!!
NNYAAGGH!
Jeez!
Here we go again! On my order.
Hold on!!
HOLD ON!!!

Heil Hitler!
BAM!

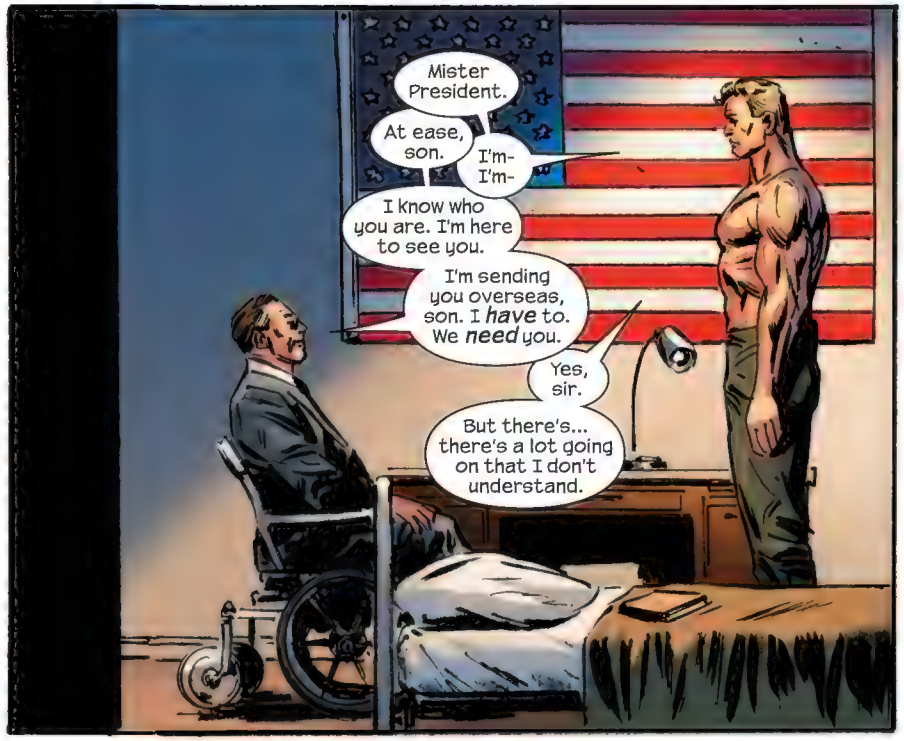
AGH!!
AGHH!!
BLAM
NO!!!
BLAM
BLAM

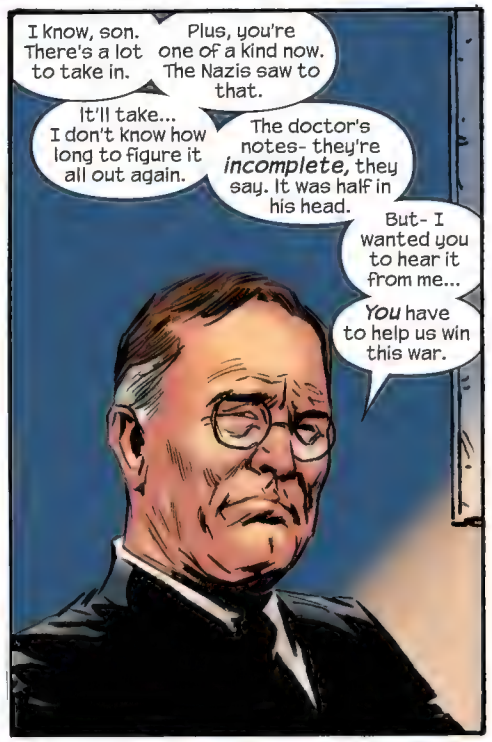
PANG!
Agh!!
KRAASH
NO!!
Oh, no!!!
No no...
Medic!! We need!!
We need a MEDIC!!
The hell is that?


Let's go! Go!!
You have to get *out of here!!*
What *is* that??
It might be a bomb!! *Go!!*



Son.


Mister President.
At ease, son.
I'm- I'm-
I know who you are. I'm here to see you.
I'm sending you overseas, son. I *have* to. We *need* you.
Yes, sir.
But there's... there's a lot going on that I don't understand.


I know, son. There's a lot to take in.
Plus, you're one of a kind now. The Nazis saw to that.
It'll take... I don't know how long to figure it all out again.
The doctor's notes- they're *incomplete*, they say. It was half in his head.
But- I wanted you to hear it from me...
You have to help us win this war.

I'll do my best.
Son, that's not enough.
Best. Good intentions. It's not enough.

You have to wear our flag and win this war.
Because without you out there, the *next* thing we'll be forced to do is *drop a bomb* on a country...
A bomb that kills... *everything* in it.
Every woman and child.
We'll have to commit *genocide*, son.
And I just can't have that on my soul.
See, I didn't start this war, I didn't want to be *in* this war, but by golly, I am going to end it.

Are you going to help me do that?
Yes, sir.

Hey, doll, you're late, you know.
It's not gentlemanly to keep a girl waiting.

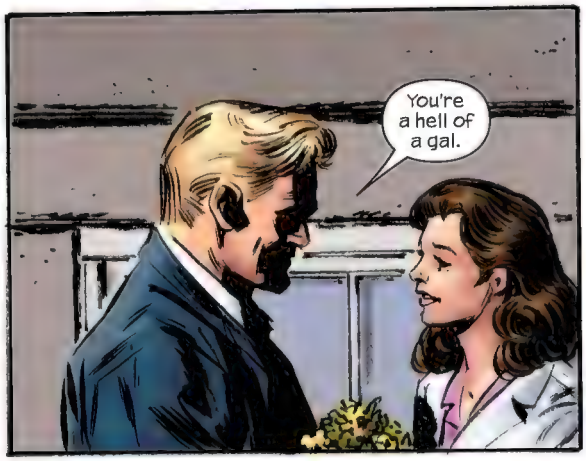
I'm sorry, Gail.
What's the matter?
I'm shipping out.

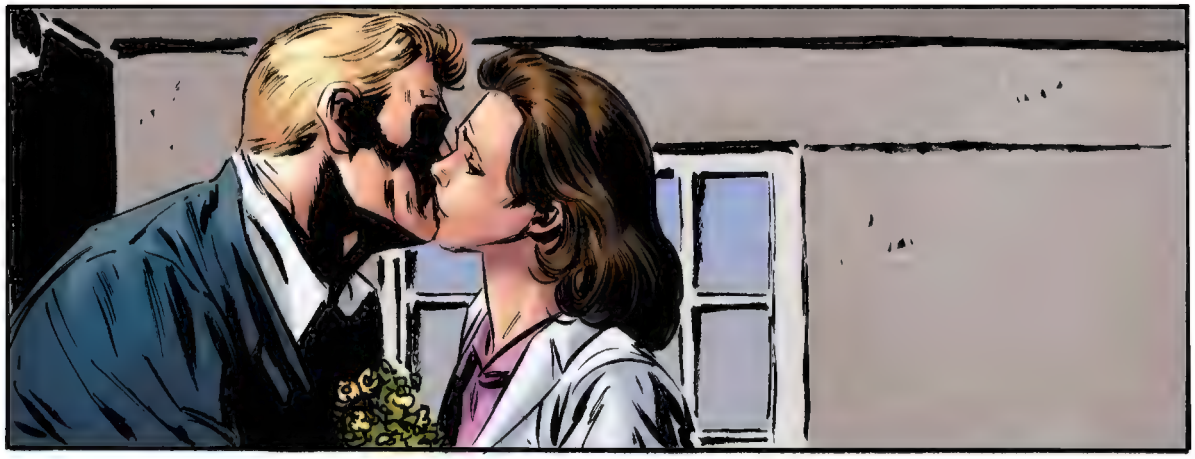
Oh my!
Well, we knew this was coming.
Yes.
Doesn't make it any better now though.
No.

I love you, Gail.
I've loved you since middle school and I didn't have the guts to tell you.
I didn't- I don't know why. Now it's so easy.
But I *do.* I love you.

I love you too.

You don't need to say that.
It's true.
I didn't know that.


You're a hell of a gal.



When I get back...
I'd like to--

Say it when you get back.
Uh...
When *are* you coming back?

"When I'm done."
To Be Continued...

MARCH ON ULTIMATUM™

ULTIMATE ORIGINS™

ISSUE 3 OF FIVE

MARVEL®

BRIAN MICHAEL BENDIS
BUTCH GUICE
JUSTIN PONSOR

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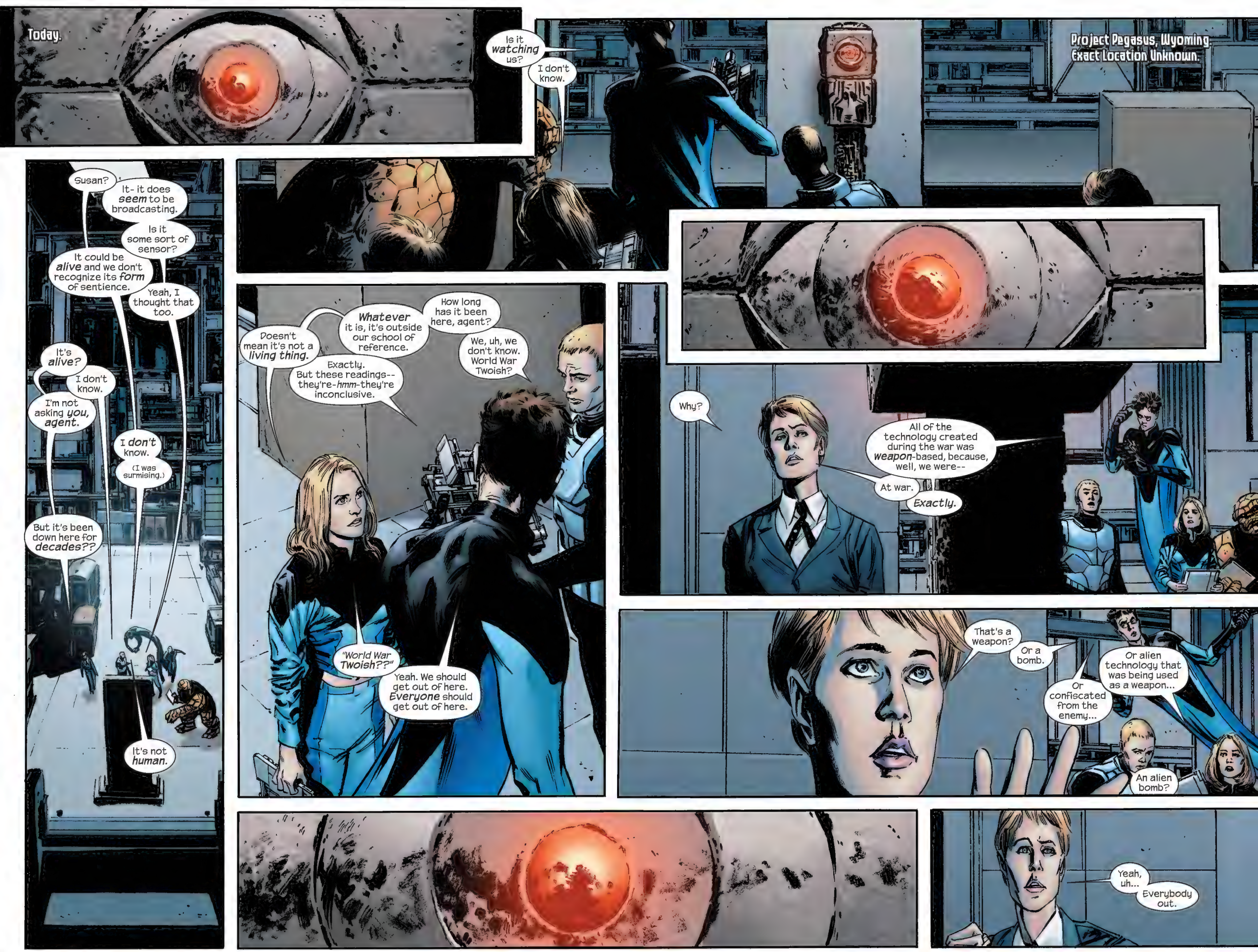

Today.
Is it watching us?
I don't know.
Project Pegasus, Wyoming
Exact Location Unknown.
Susan?
It- it does seem to be broadcasting.
Is it some sort of sensor?
It could be alive and we don't recognize its form of sentience.
Yeah, I thought that too.
It's alive?
I don't know.
I'm not asking you, agent.
I don't know.
(I was surmising.)
But it's been down here for decades??
It's not human.
Doesn't mean it's not a living thing.
Whatever it is, it's outside our school of reference.
How long has it been here, agent?
Exactly. But these readings-- they're-hmm-they're inconclusive.
We, uh, we don't know. World War Twoish?
"World War Twoish??"
Yeah. We should get out of here. Everyone should get out of here.
Why?
All of the technology created during the war was weapon-based, because, well, we were--
At war.
Exactly.
That's a weapon?
Or a bomb.
Or confiscated from the enemy...
Or alien technology that was being used as a weapon...
An alien bomb?
Yeah, uh...
Everybody out.

Okay, I want that thing in there removed!!
Like, from the planet!!
Um, I wouldn't do that, Director Danvers.
Okay. I want it- I want it- what do I want?
You want a team of experts down here to take readings.
You want to find out who put it here and why.
You want to find out if it's radiating any type of energy or virus that is hazardous to--
Yes!! I want ANSWERS!!!
Vaughn. There's a trail of paper that leads to this and how it got here, find it or go home.
'Cause now I'm scared that a horde of alien warriors is going to pour out of it or that it's going to melt the gonads of every man on Earth.
(Yeah, that's a good one too.)
DIRECTOR DANVERS!!
Busy!!!
It's important.
What's more important than this?
Well...

Tony Stark's Mansion, Home of the Ultimates.
Uh, guys?
Triskelion, S.H.I.E.L.D. Headquarters.
SECURITY BREACH--CODE ALPHA THIS IS NOT A DRILL!! SECURITY BREACH--CODE ALPHA THIS IS NOT A DRILL!! SECURITY BREACH--CODE ALPHA THIS IS NOT A DRILL!!
CAVIER'S SCHOOL OR GIFTED CHILDREN
CAP'N

The Baxter Building, Home of the Fantastic Four.

%@#$!!

Daily Bugle.

You were supposed to write a story about where Nick Fury is!!

And I got this instead, which is not--

YOU'RE FIRED!!

I'll sue you!!

Uh, guys?

London.

Brian Braddock has picked up two plum mounts in the big jumping races at Trentham on Saturday.

Hell's Kitchen.

Forest Hills, Queens, Peter Parker's Attic.

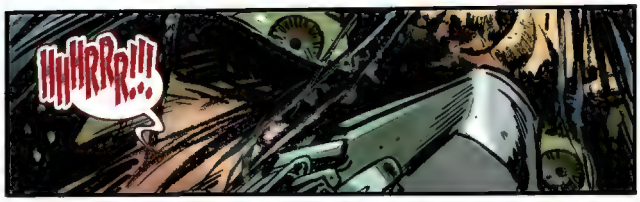
AGH!!

Oh man...

Alberta, Canada.
27 Years Ago.
Get up.

NNYYAARRGGHHHHHH!!

AARRGHHH!!
I know.
What they did to you.
NNYHHHH!!
Your name is James. James.
Not Weapon X, not Mutant X.
James.
Do you know that? Do you remember?


HHHRRR!!!

I know.
It's over now.
You're free.

NNYYARGGH!!
Erik, please!!

Please, Erik!!
This isn't how to do this.
This- This isn't your place.

Mother...
You look scared. Are you scared of me?

I am right now, Erik. Y- yes.
Put- put everything back and- and- and just calm down.

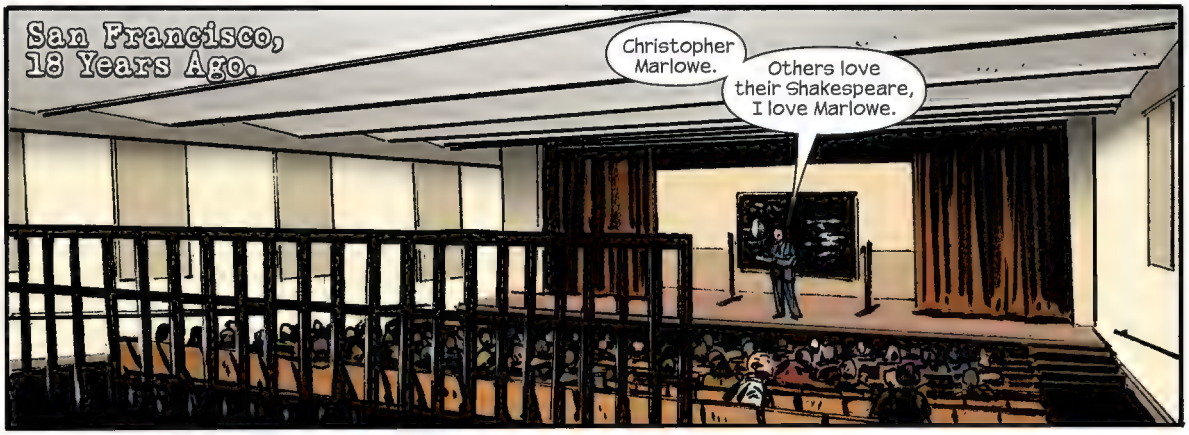
Your life's work is to torture this man.

My life's work is to help them find a cure--

For me.

For all of you.
You have a disease.
I'm trying to help cure--

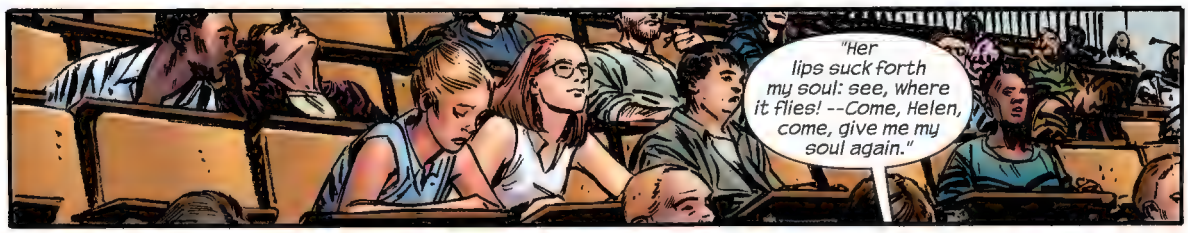
Good bye, Mother.
I hope there is a hell.


San Francisco, 18 Years Ago.
Christopher Marlowe.
Others love their Shakespeare, I love Marlowe.

And today we're going to be talking about Marlowe's 'The Tragical History of Doctor Faustus.'
(Which I am sure you've all read before coming to the class.)
In which a man sells his soul to the devil for power and knowledge.

This monologue I'm about to recite for you...really listen to the words.
Close your eyes even and listen to their meaning.

Um...
Act five, scene one... this is to Helen of Troy...
"Was this the face that launch'd a thousand ships, And burnt the towers of Ilium? --Sweet Helen, make me immortal with a kiss.-- "
(He then- he, uh, kisses her.)

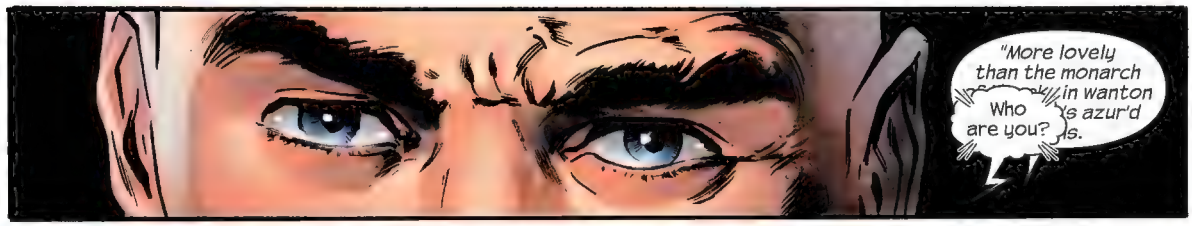

"Her lips suck forth my soul: see, where it flies! --Come, Helen, come, give me my soul again."

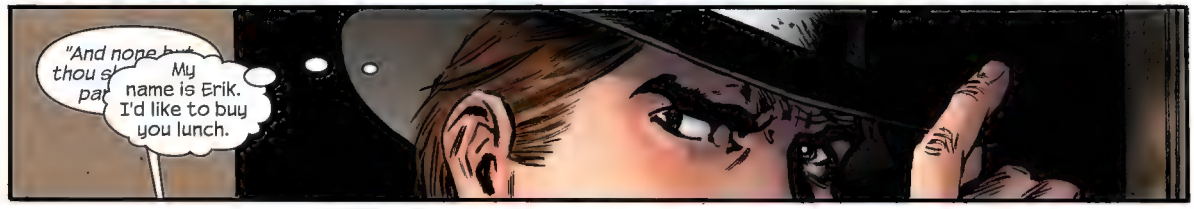
"Here will I dwell, for heaven is in these lips, and all is dross that is not Helena.
"I will be Paris and for lov of thee, inst of Troy.
Are you reading your students' minds?

"Shall Wittenberg be sack'd.
"And I will combat with weak Menelaus, And wear thy colours on my plumed crest.
Isn't that a tad unethical, Charles?
Though it probably does take the edge off dating them.
Takes out the guess work.

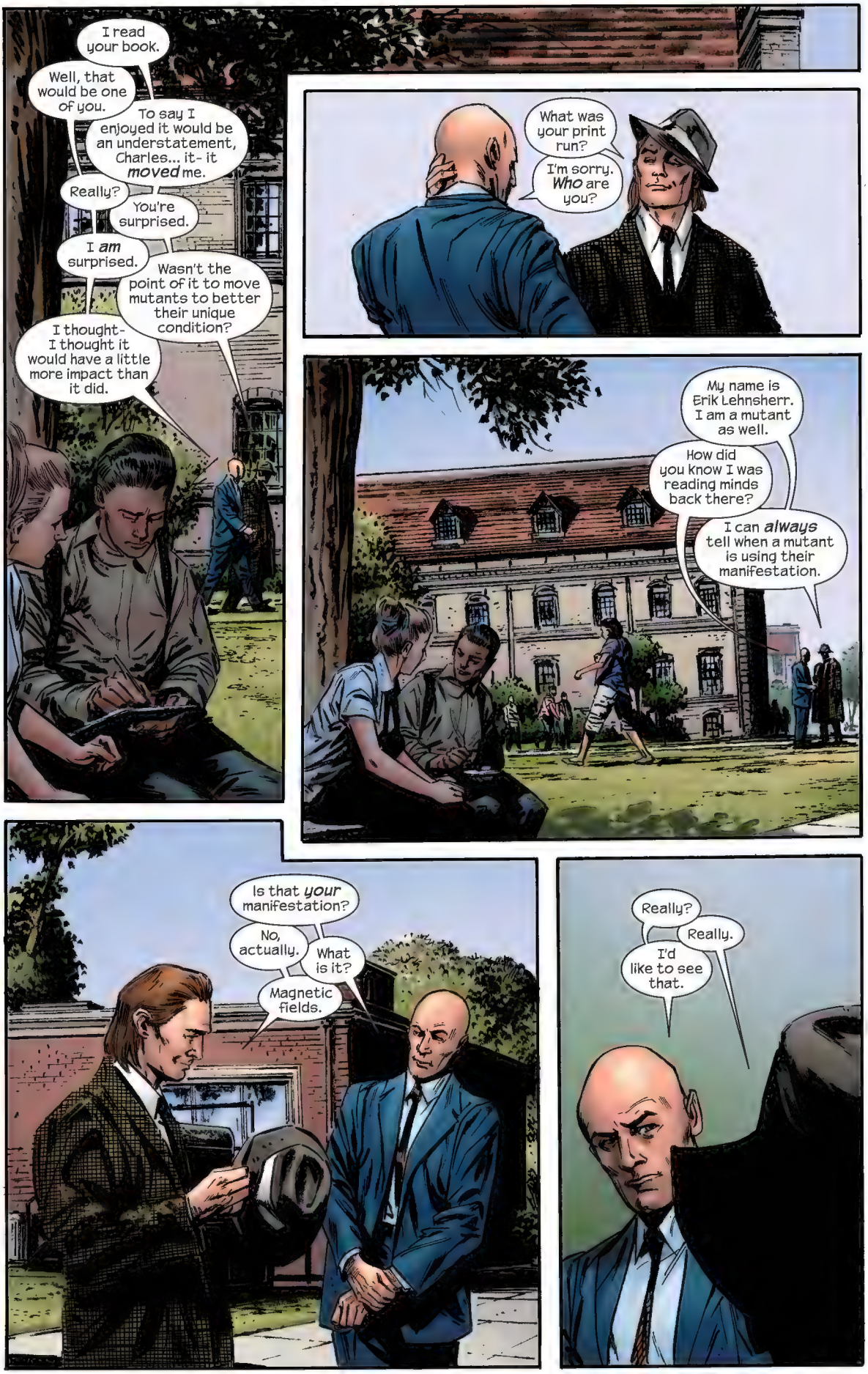
Who are you?
Why can't I read inside your mind?
"Brighter art thou than flaming Jupiter When he appear'd to hapless Semele.

I don't know.
That's interesting.
You can hear my thoughts to you but you can't look inside my mind?


Who are you?


My name is Erik. I'd like to buy you lunch.

Okay, does anyone have any questions?


I read your book.
Well, that would be one of you.
To say I enjoyed it would be an understatement, Charles... it- it *moved* me.
Really?
You're surprised.
I *am* surprised.
Wasn't the point of it to move mutants to better their unique condition?
I thought- I thought it would have a little more impact than it did.
What was your print run?
I'm sorry. *Who* are you?
My name is Erik Lehnsherr. I am a mutant as well.
How did you know I was reading minds back there?
I can *always* tell when a mutant is using their manifestation.
Is that *your* manifestation?
No, actually.
What is it?
Magnetic fields.
Really?
Really.
I'd like to see that.

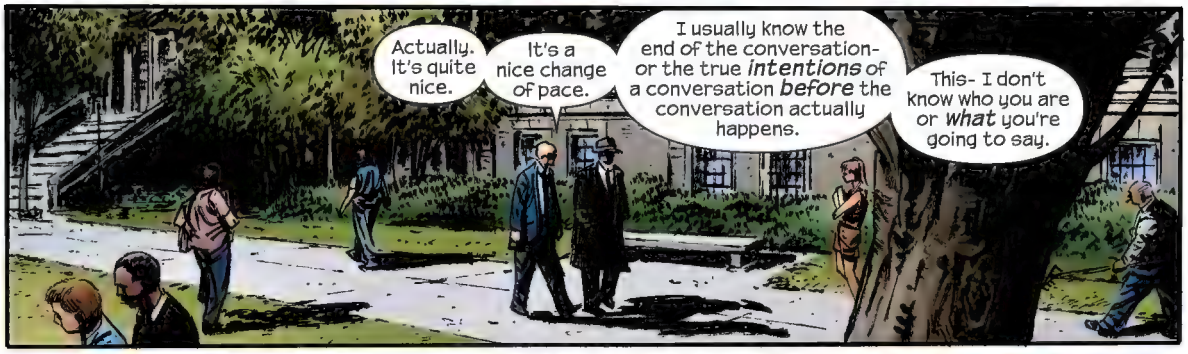
CRUNCH
Have you tested yourself?
Informally.
Why can't I read your mind?

I really don't know.
Maybe our powers *contradict* each other. That really intrigues me. We should examine that.
You're not blocking me out?
How would I do *that?*

I don't know.
You've never met anyone like me before?
Whose mind I could not get into? Not that I know of.

How about now?
No.
But you can hear me *think?*

Yes, but you're projecting that thought to me. It's like talking.
Sorry.


Actually. It's quite nice.
It's a nice change of pace.
I usually know the end of the conversation- or the true *intentions* of a conversation *before* the conversation actually happens.
This- I don't know who you are or *what* you're going to say.

I'm going to say that my friends and I were profoundly moved by your book.
And I thought your ideas of a place where mutants can gather and train...
Cultivate their race...
I *loved* this idea.
I want to make that *happen.*

Oh, okay.
Do you have a billion dollars?

No.
I have something better.

16 Years Ago.

A hundred times.

I know.

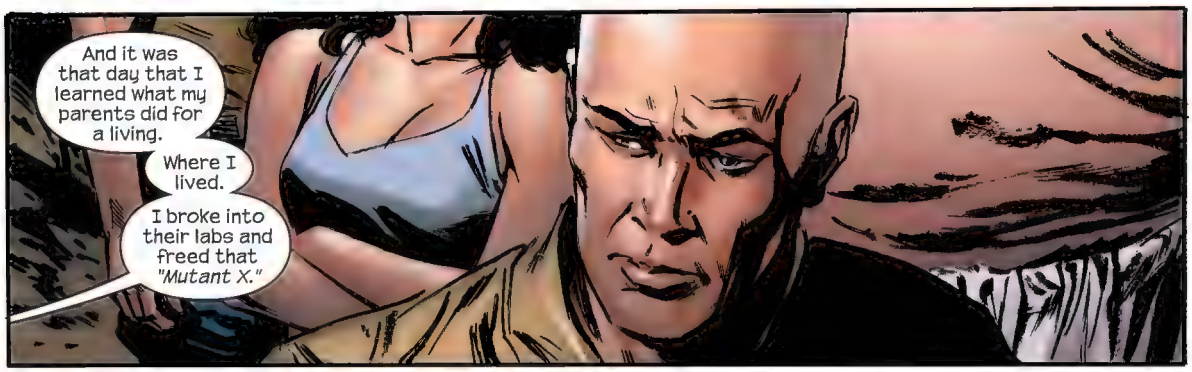
If I get to come here a hundred times.

I know.

Heaven on Earth.

Our Brotherhood.
Can you feel how excited they are to see you?
They have gathered to do exactly that which you have written.
Brothers. Charles thinks we have removed ourselves from the fight.
No. No.
That's not what I said. I just wondered if we're too far away from the rest of the world?
Yes.
We are where a normal human would never survive.
Exactly.
A human would never come here. You have to earn your place here.
Yes.
But Magda, by doing so...it feels, somewhat, like we've removed ourselves from society.
We're building a new society. Just like you said.
Yes, yes...
But...
It's one thing to fantasize about it, it's another to write about it, but now that we're here, the real thing...
There's something I never told you Charles...
My parents were Canadian Weapon X agents.
Canadian...
Where they found the first mutant? You were there?
Yes.
I was born into a relatively normal life.
Then I turned thirteen...and I made the silverware dance.
So my father got drunk as he could and tried to kill me.

He pulled his gun on me.
But I turned the bullet around in midair and sent it back to him.
Without even realizing I was doing it.
Just--
--a defense mechanism.


And it was that day that I learned what my parents did for a living.
Where I lived.
I broke into their labs and freed that "Mutant X."

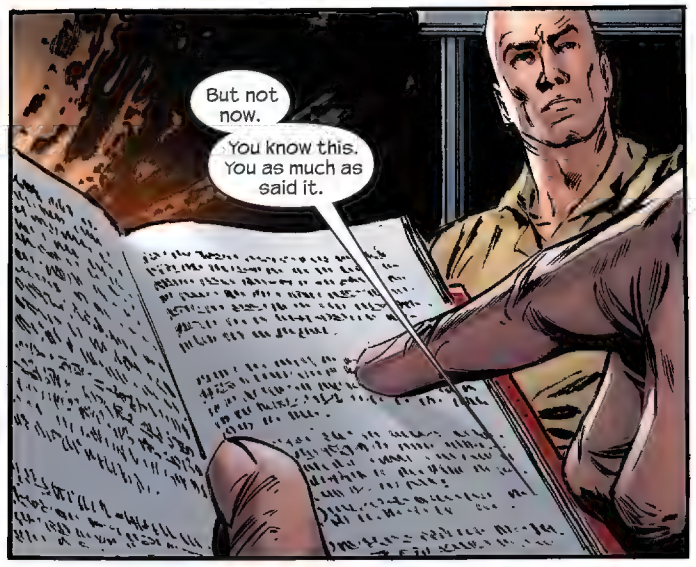
The rumors are true, Charles. They were doing experiments on him.
All day. Every day...for decades. Right under my nose.
They were seeing what would happen to him if they did this or that.
I freed that mutant. My first one.
I *freed* him.

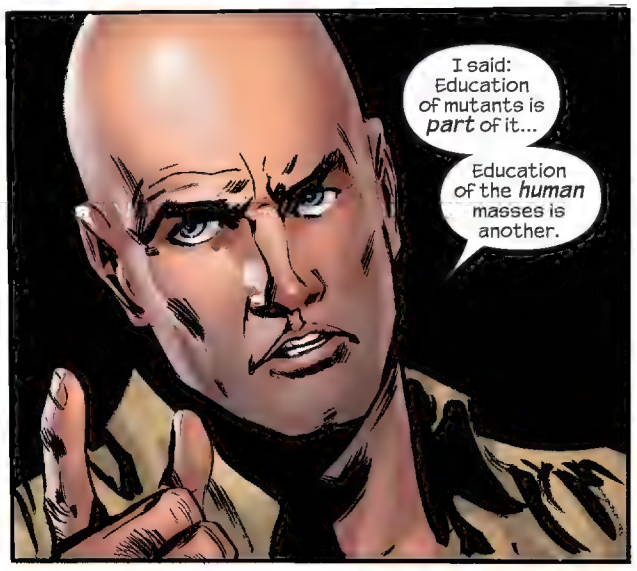
My mother tried to stop me.
She *died* trying to stop me.
But that mutant was freed.
And I knew then that *this* was my life's work.
To set us free. One by one if I had to. But all of us.
He was the first.

Mutant X?
Will he come here?

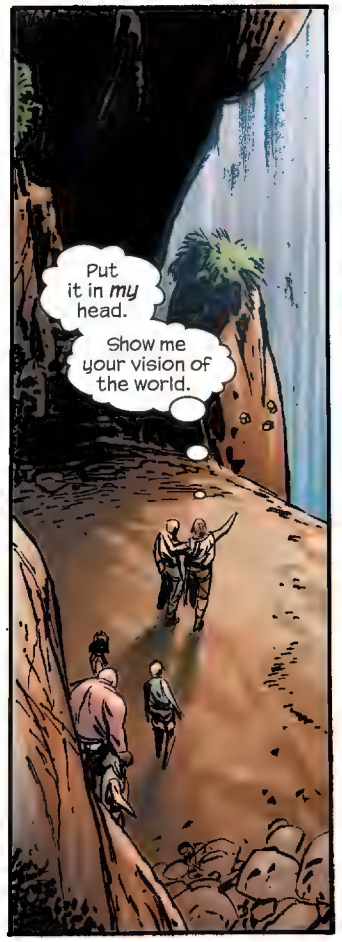
No, Charles. His path is his own. He's welcome here anytime...
He knows that.
But to take him out of a prison and to make him stay here if he didn't want to--put him into another one.
That is not what this is about.

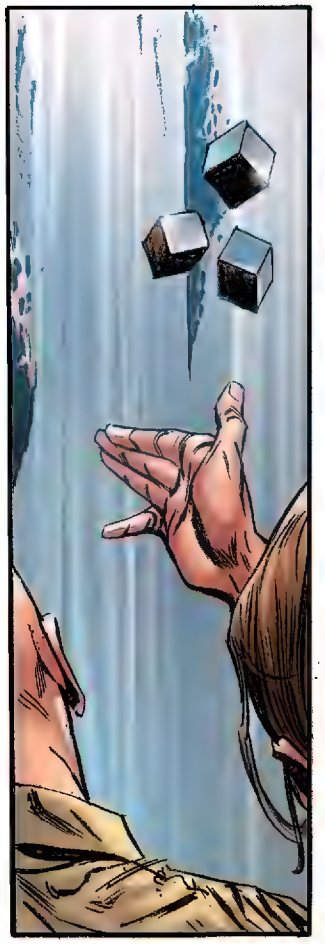
My point is--and as my parents illustrated to me...
The reason we're here and not *there* is the humans are simply not *ready* for us yet.
They *will* be. Eventually. Maybe even in our lifetime.

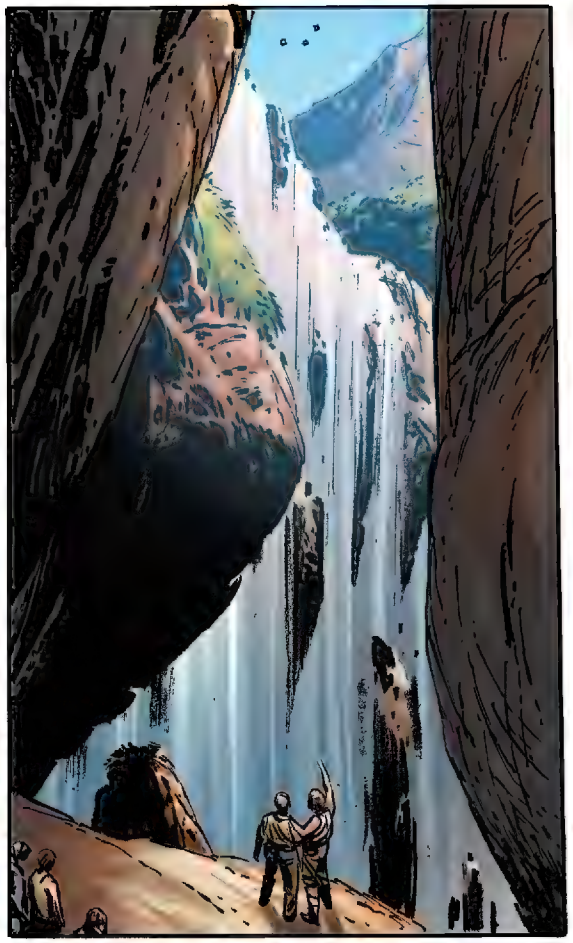

But not now.
You know this. You as much as said it.


I said: Education of mutants is *part* of it...
Education of the *human* masses is another.

One thing at a time, Charles.
Today is about us.
In your head is your dream school.
You've dreamt it. You've fantasized about it down to the very last detail, right?
Let *me* see it.


Put it in *my* head.
Show me your vision of the world.





Okay.

One thing at a time.
To Be Continued...

NEXT ISSUE!

MARCH ON ULTIMATUM™

ULTIMATE ORIGINS™

ISSUE 4 OF FIVE

MARVEL®

BRIAN MICHAEL BENDIS
BUTCH GUICE
JUSTIN PONSOR

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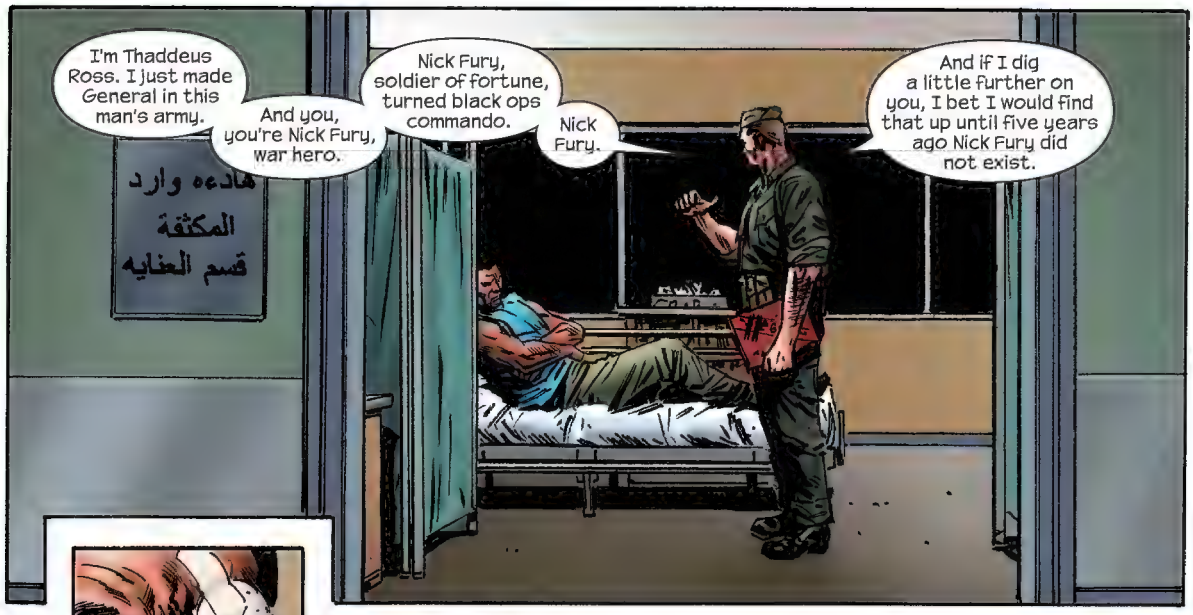
Kuwait, Years Ago.
"Do you know how you *got* here, Fury? Has anyone told you?
"Weapon X--Wolverine--carried you on his back, across the deserts of Kuwait, and brought you to us.
"It's true.
"A filthy, mutant, killing machine *saved* you.
"All that animal is programmed to do is *kill*. And yet he saved you.
"Now if I was a *thinking* man, I would have to take pause and *reflect* on this.
"The nature of man, war, and all that...
"But I'm not.
"Instead I'm going to focus my thoughts on *you*."


I'm Thaddeus Ross. I just made General in this man's army.
And you, you're Nick Fury, war hero.
Nick Fury, soldier of fortune, turned black ops commando.
Nick Fury.
And if I dig a little further on you, I bet I would find that up until five years ago Nick Fury did not exist.

Sure I did, general.
I'm here, ain't I?

Yes, you are. *Sure*, you are.
But where were you before?

Don't answer, hotshot. I dug.
Yeah, sure... you're a war hero *now*.
But way back in World War II, Nick Fury had kind of a spotty record.

This *is* you, right?
This ain't your daddy or your grandpappy. This is you.
I wouldn't ask something so plainly silly as to why you could be ninety-something years old and look as good as you do...
...if not for the fact that you came in here *yesterday* holding your own guts and today it looks like you're ready to walk the hell out of here.
Well, minus the eye.
ULTRA-EYES ONLY
FURY, NICHOLAS J.
001373-A

Your file--your World War II record says you got tossed in the clink.
Says you died there.
But it's a red file and stamped and sealed top secret...
FAP

Now, I'm no stranger to the dirty shadow this government casts over itself in times of war...
And I'm no stranger to the atrocities it has committed in the name of science...
Especially to gentlemen of color who found themselves on the wrong end of the law during wartime.
So tell me the truth of it all, Fury.
Tell me--
You ever heard of "Project: Rebirth?"

Rumor among those who could rumor about such things is that there was one man who got away.
The story got covered up and swept under the bed (or the rug) but that was the rumor...

Were you the one that got away?
And if so, why'd you come back to us?

Why are you running around the desert lookin' to get your head blown off?
Why are you using your real name?
You call yourself Chucky Furystein this conversation never had to happen.

It's the name my momma gave me.
It's the only thing they couldn't take.

Or, deep down, you wanted to be found out.
But I really want to know, of all the places in the world you could be...
Why did you come back on duty?

You got it all right.
They took me and made me a super-soldier guinea pig without even asking and didn't care if I lived or died.
And *that* is some heinous @#$%.
Thing is, I lived.
I blamed *everyone* for what happened.
White people, German people, the President, Captain America, Albert Einstein.

You name it, I blamed 'em.
And you walk around the world long enough, you suddenly realize things...
It occurred to me, that maybe--just maybe--I had a little something to do with the situation I found myself in.
I *let* them do this to me.

I was the one who was acting the fool and got myself arrested during the war.
I'm the one who set the wheels a-turning.
No one else.
I swore to serve this country and instead I @#$ed it up.
I went back on my word as a man.
It took me a while to realize it, but, all this, it's a second chance.
Almost a do-over.

So I said to myself: Okay, I'll do it over.
I reenlisted and I'm doing my best every day to do better than I did before.
And yeah, maybe this ain't the great war--
--but as I recall, *that* war wasn't all that great, either.
You know what happens *now*, though...

Word's gonna get out. People are going to want to talk to you.
Guess so.
The President is very interested in reinstating the Super-Soldier program.
No @#$%.
Or a version of it. He believes the next great war will be a genetic war.
SECRET

He's right, and it'll be against the mutants.

Yep.
And, brother, you are going to be his favorite toy in the whole world.

We'll see.

We'll see?
Fury. If you're really the first true Captain America, then why don't you be the first true Captain America?

I ain't him.
There's only one Captain America and he died in the war.

Maybe back in the day they thought a black man couldn't wear the flag, but--

It ain't about that.
I ain't Captain America.

You're the closest thing we got.
I'm not being modest.
CRET

There's a certain type of man that can represent an ideal to a nation and a world, and I have lived long enough and gained enough wisdom to know I am *not* that man.
I'm the guy who ran away.

That being said, you will be summoned.
And the question will be: Fury, you gonna run away or are you gonna offer us something?
What are you gonna offer the world?

One Year Later.
Dover, New Jersey.

Morning.

I met the President last week and he told me he wanted a new Captain America.

A Super-Soldier.

Then maybe a *thousand* of them.

I told him what he needed to do.

I told him he needed to get the best brains money could buy and get them working on it exclusively.

He said he *did* do that.

And I said, no he didn't. Clearly.

I said, you let me go headhunt for you and see if I can't hunt some heads.

One of those rooms with a lot of expensive stuff.

I told him he needs to get the guys I pick and put them all in a room together.

And then get them to work on securing our future as a nation and as a species.

And here you are.

Doctor Franklin Storm, meet Richard Parker.

Richard Parker, meet Doctor Bruce Banner.

Bruce Banner meet--

Our intern?

Intern?

What's 3,424,235, 235,345 x 2, 352,532?

Um.

Don't know your gazintas? Then *you* get the coffee, pappy.

This is Hank Pym.

Just graduated MIT. For the second time.

Intern my--*OW!*

Let it go.

Super-Soldier program.

Yes.

Can we see the *original* project files?

No.

No?

They were destroyed.

They were?

Long ago.

Why?

I'll tell you when I get to know you better.

Then we're starting from scratch?

No.

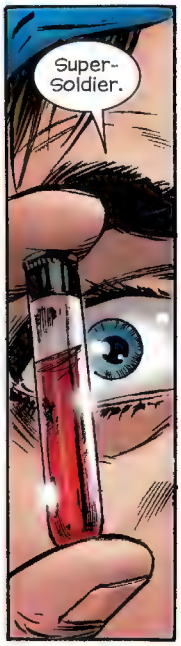
There's this...

Is--is this Captain America's blood?
No. But examine it. Reverse engineer it. Do what you do.
Where did this come from?

Get crackin' or it's all our asses.
Oh, and one thing. No human testing.
None.
What-so-ever.
Well, at some point--

At *no* point.
How are we supposed to make a Super-Soldier with no soldiers to make super?

We'll deal with that when we deal with it.


Super-Soldier.

Today.

There are *more* of these things?

Popping up all over.

How *many* more?

I don't know. Reports are coming in. Baxter Building, Triskelion, Ultimates' Mansion...

Are we being invaded?

Who would *want* to?

Seriously.

I think you were right before, Ben.

I think--I think it is observing us. I think it wants to communicate.

Hey Reed, didn't we just, five minutes ago, run out of here covering our privates in fear of alien radiation?

What happened to *that?*

That was before the others started popping up, Johnny. This is a *thing* now.

I still feel we should be covering our privates.

No. We have to find a way to communicate with it.

I think I should hit it.

Hey guys. I said I want essential personnel *only*. I want everyone out of *here!!*

Lockdown!!

But, Captain Danvers, do you understand, we have very sensitive material in here that--

Colonel or-or Captain--

Sergeant Vaughn.

Sergeant, this--that thing. It's been sitting there for decades.

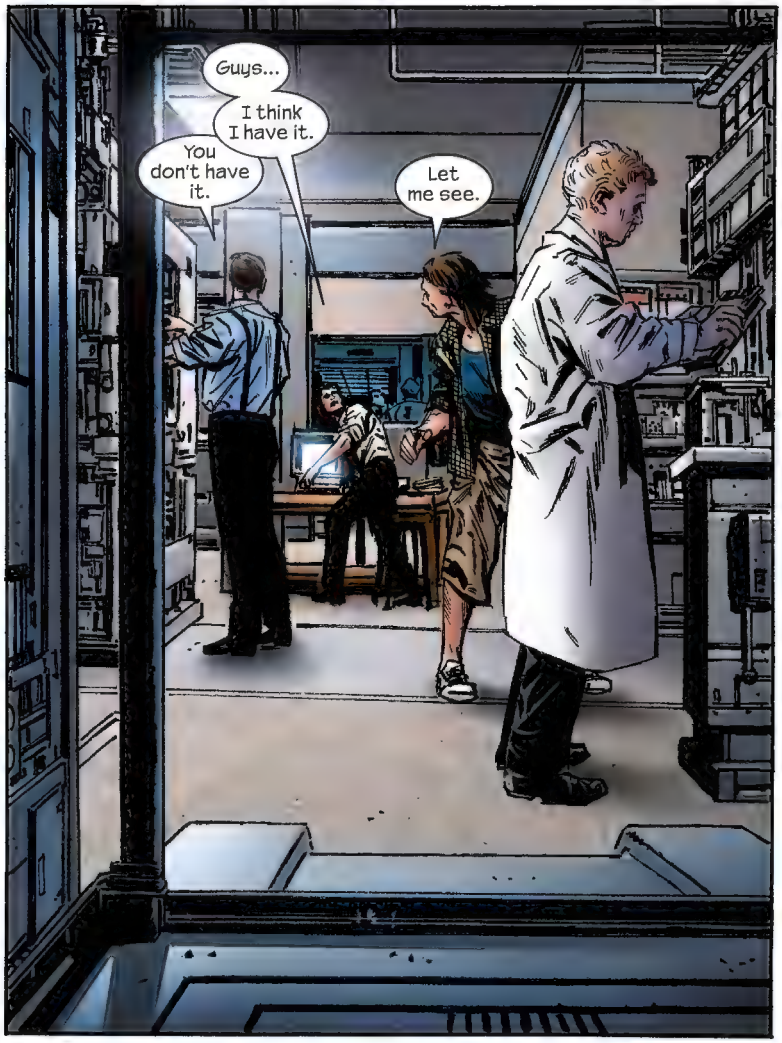
That is our understanding.

Someone put it there.

Someone knows exactly what that thing is.

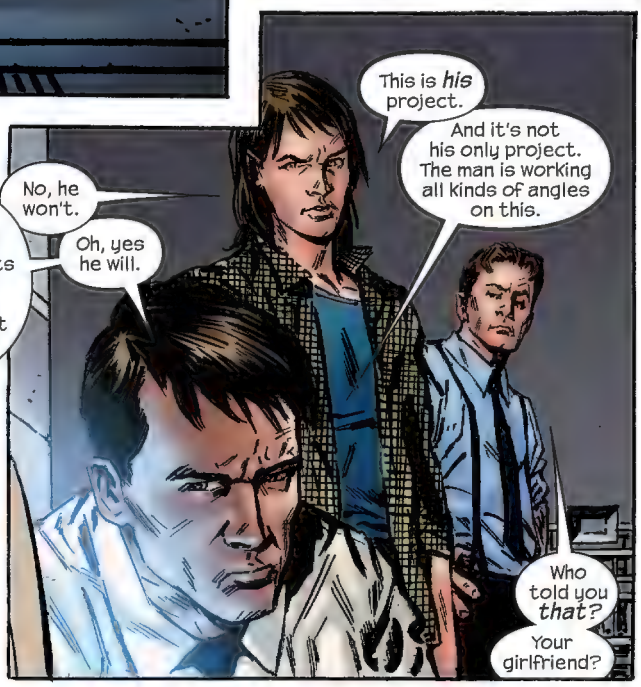
Find out.

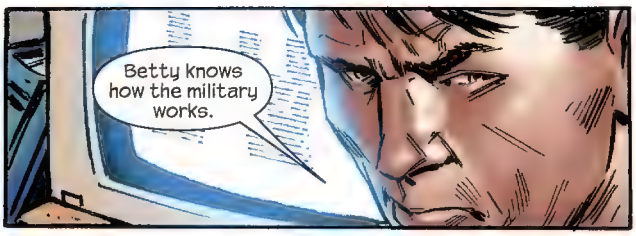
15 Years Ago.
Give me an update on Project: Rebirth Two, Fury.
It's coming along, Mister President.
Is that French for "you're jerking me around?"
No, sir, I say what I mean. It's coming along.
RESULT: NEGATIVE
They seem up. Involved. They're in the right headspace. Banner in particular. I don't think the man sleeps.
Okay then.
I will say, sir, that letting the Army poach Doctor Storm out from under me for your Baxter Building project didn't help us in any--
Sorry about that, Fury, what can I say--I have many fish to fry--
I understand, but if you are sincere in this initiative, we have to keep the team intact and--
If you find someone else who can replace him, you have the money to do it.
I'm going to see what they do first; if we need fresh blood we'll get some.
I still say, Howard Stark and that boy of his.
BRUCE
I THOUGHT PYM WAS THE IDIOT
NEGATIVE
No. No. Now that Parker is back from his leave--
Where did he leave to? He's supposed to be working on a top secret--
His wife had a baby, I gave him a couple of weeks.
So when do I get to see something?
I promise, when I have something to show, you'll be the first person I show it to.
I'm not a fan of sass, Fury. I'm a fan of getting the job done.
Yes, sir.
NEGATIVE


Guys...
I think I have it.
You don't have it.
Let me see.

It's--it's interesting, Bruce.
You don't have it.
You're not even looking, Parker.
You *want* to have it. Doesn't mean you *do*.
It doesn't look *bad*.
Print it out. I'll read it.

We should get some dogs and cats and do some testing.
Show it to Fury.
Or show it to Fury.
Show it to Fury?
If we show it to Fury, he will take it and hand it off to Army scientists and we'll never see the end of this and never get the credit and we'll never get the--


No, he won't.
Oh, yes he will.
This is *his* project.
And it's not his only project. The man is working all kinds of angles on this.
Who told you *that*?
Your girlfriend?


Betty knows how the military works.

Hey, between me and you, scale of one to ten, how sure are you this works?
Damn sure.
You want to test it?
On who?
On me.

On you?
No. No, kid.

Why not?

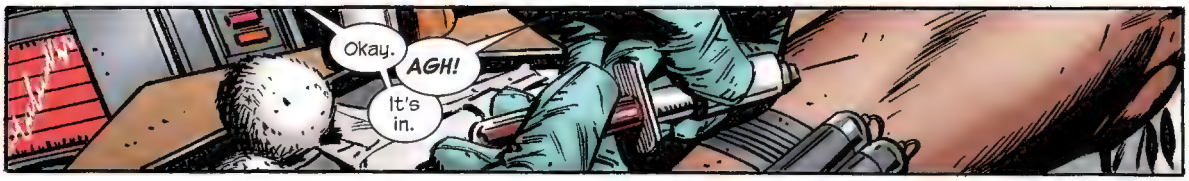
Seriously. I want it.

I'll do it. Me first.
You spot me.

Yeah okay.

Parker's out of the building. He's gone.
Good, okay, Check the low gate.
Did. We're gold.
Are you recording?
Hell, yes. They can show it while we pick up our Nobels.

Hey, Mrs. Parker!
Your son wanted to see his daddy, *Mister* Parker.
You read my mind. Because I wanted to see you guys.
Oh, does he? Did he say that?
Peter wants to see where you work.
A mother can tell.


Okay.
AGH!
It's in.

I was thinking about buying those bikes.
Definitely.
I gotta get back in shape.
Let's do it.

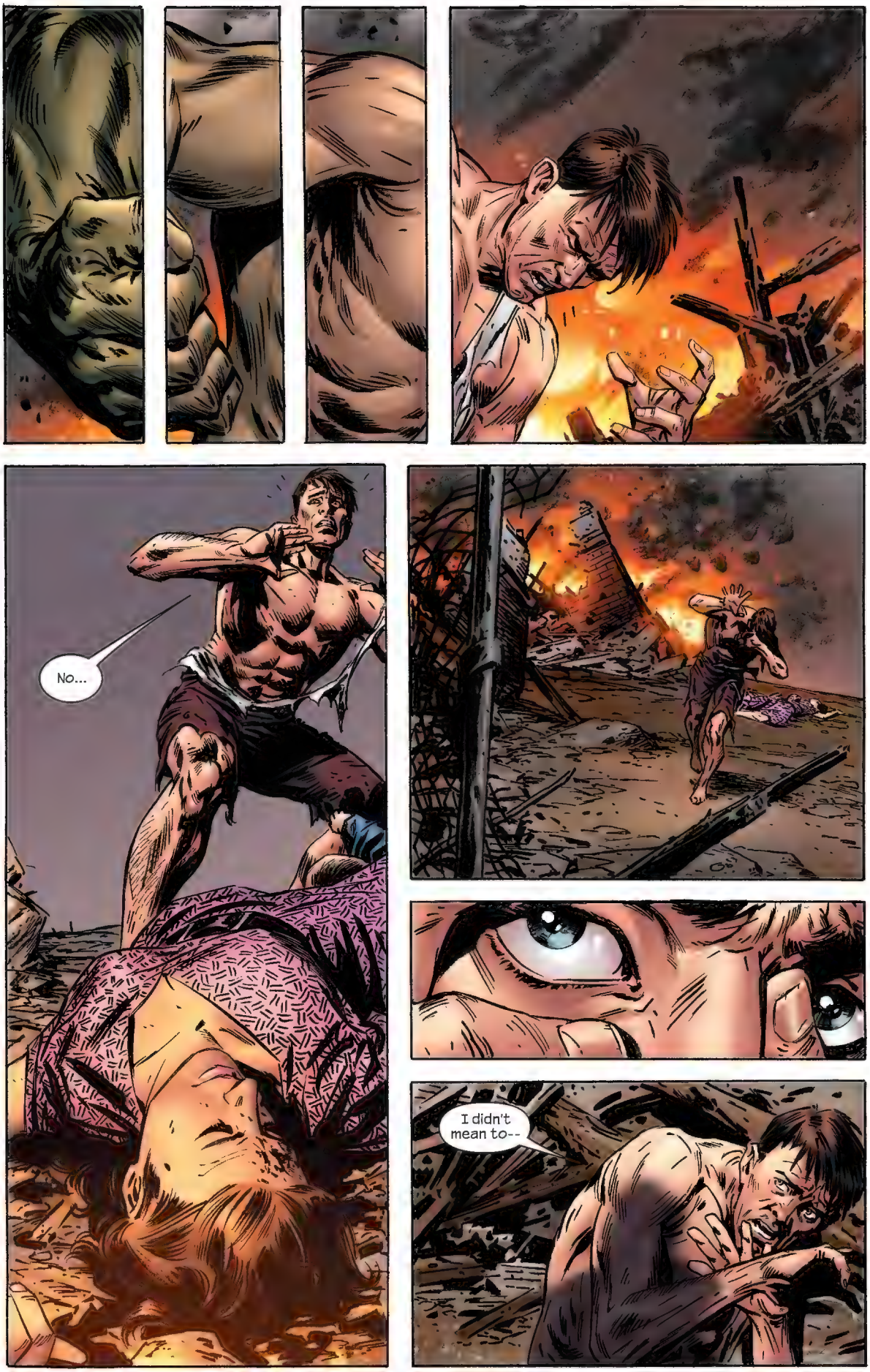
How do you feel?

What was that?

What the hell happened in there?
It's--! Don't!
NO!!
What happened??!!
Go to the car!!
What happened?
Go to the CAR!!
What- what did you--?
CRAC!
Richard?

HUUAARGGHH!!
AAAIIEE!!!
TANG
Nnn...
N-not...

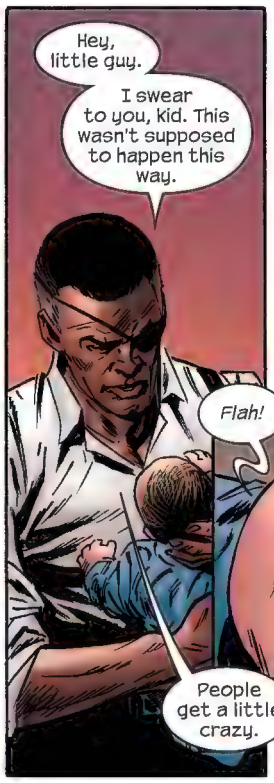
Gee.
No...


No...
I didn't mean to--

CRACK

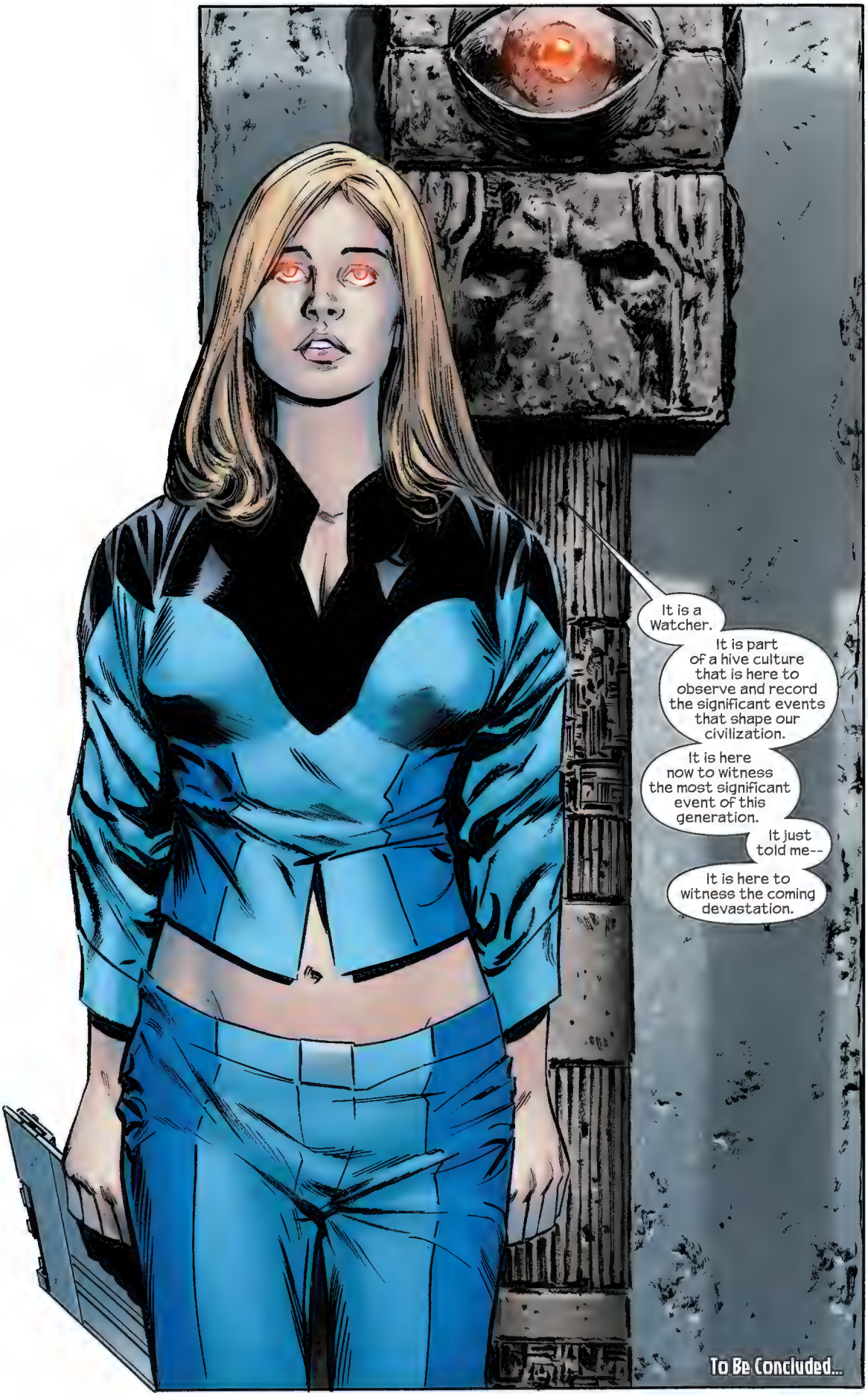
What did you do??
WHAT DID YOU DO??!!

What did you do?
Gafa!


Hey, little guy.
I swear to you, kid. This wasn't supposed to happen this way.
Flah!
People get a little crazy.

The good news is, you're so young...
...you won't remember *any* of this.

Today.
Tony Stark, this is Reed Richards. Can you hear me clearly?
I hear you. What have you got?
I have an obelisk of alien design and indeterminate material.
It seems to have activated itself. It could be either biological or inanimate. I can't tell.
Hey, that's exactly what I have over here.
Have you made any contact with it?
Thor hit it. It did nothing.
I've done a full scan--it just bounces back.
Well, I want a full ladvun scan off the decon server. Do you have a---
It watches.
What?


It is a Watcher.
It is part of a hive culture that is here to observe and record the significant events that shape our civilization.
It is here now to witness the most significant event of this generation.
It just told me--
It is here to witness the coming devastation.
To Be Concluded...

MARCH OF ULTIMATUM™

ULTIMATE ORIGINS™

ISSUE 5 OF FIVE

BRIAN MICHAEL BENDIS
BUTCH GUICE
JUSTIN PONSOR

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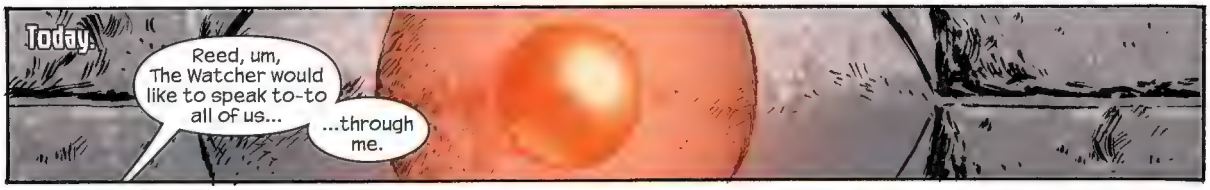
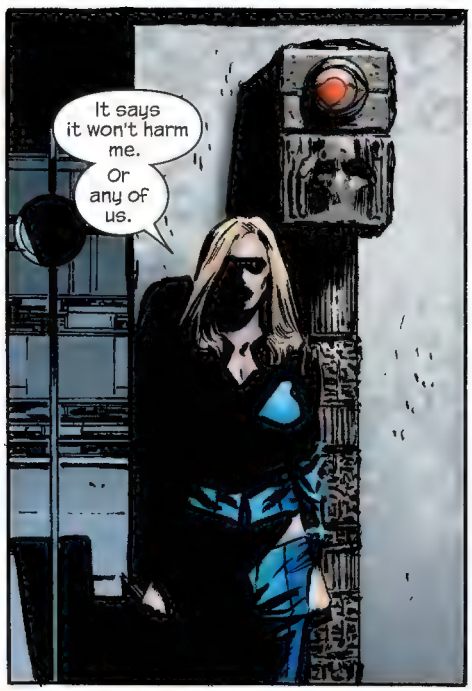

Today.
Reed, um, The Watcher would like to speak to-to all of us...
...through me.

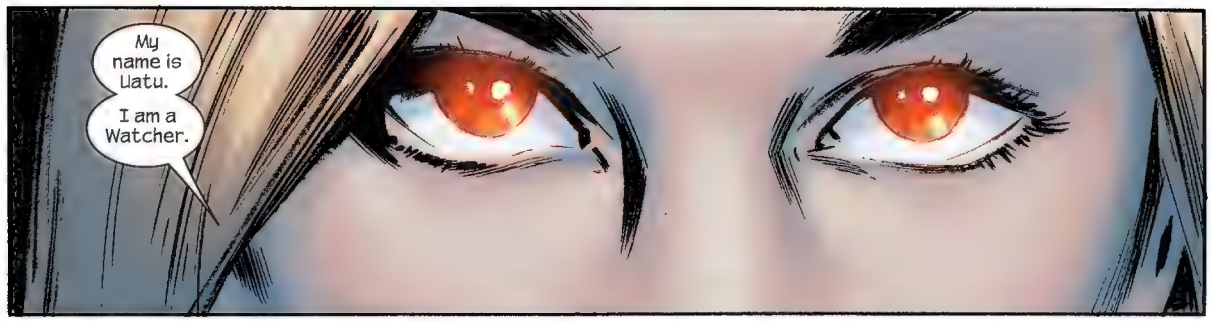
Project Pegasus.
And it's asking you if it's okay?

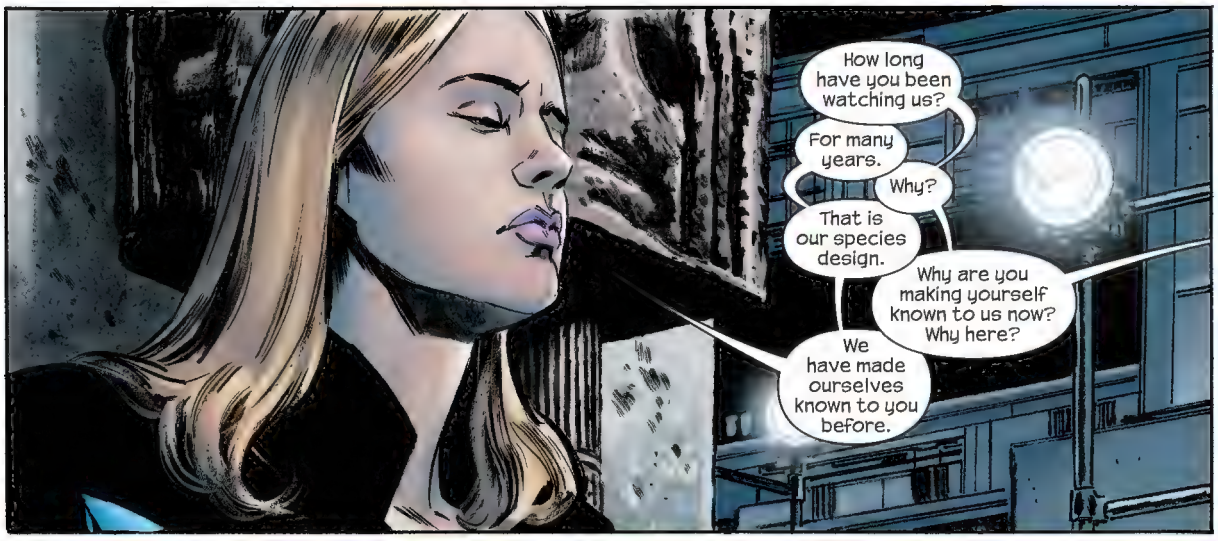
Yes.

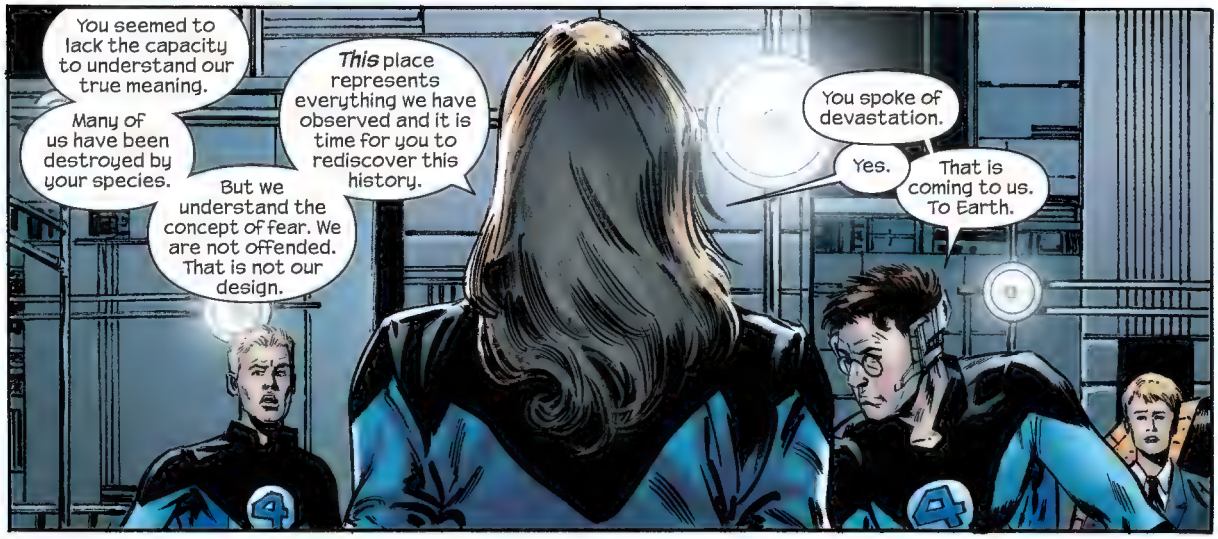
(That's rather polite.)
For a rock thing from wherever.
I don't like this.
You can hear it in your head?
Clear as I can hear you.
S.H.I.E.L.D., This is Danvers, we may have a situation, hold for command.
What's it saying *now*, Susie?

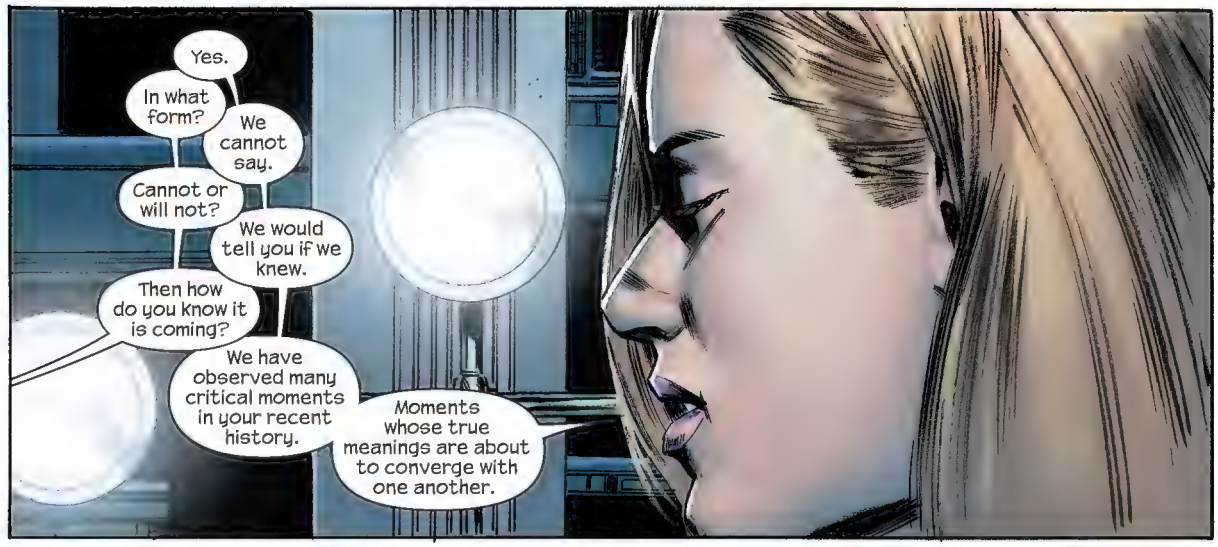

It says it won't harm me.
Or any of us.

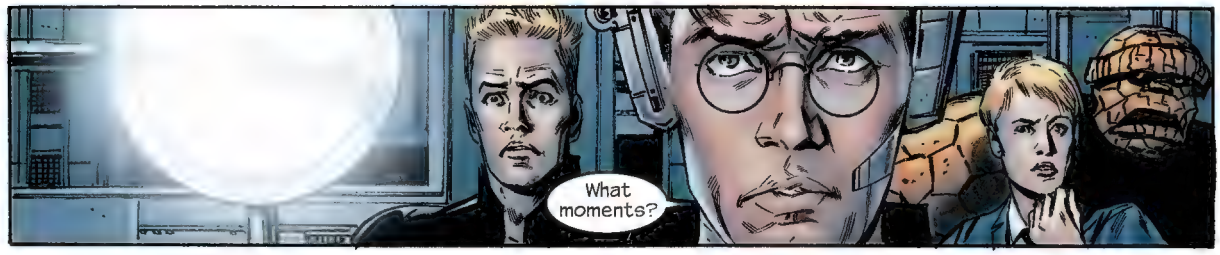
Do, hmmm, do you *want* to do this?
Well...
It's your call, I guess.
I think it'll be okay. I really do.
And as your brother, may I say, I don't like any part of this.


My name is Uatu.
I am a Watcher.


How long have you been watching us?
For many years.
Why?
That is our species design.
Why are you making yourself known to us now? Why here?
We have made ourselves known to you before.


You seemed to lack the capacity to understand our true meaning.
Many of us have been destroyed by your species.
This place represents everything we have observed and it is time for you to rediscover this history.
But we understand the concept of fear. We are not offended. That is not our design.
You spoke of devastation.
Yes.
That is coming to us. To Earth.


Yes.
In what form?
We cannot say.
Cannot or will not?
We would tell you if we knew.
Then how do you know it is coming?
We have observed many critical moments in your recent history.
Moments whose true meanings are about to converge with one another.


What moments?

The birth of heroes. The birth of a new species.

Your species just *now* taking responsibility for the science it has discovered.

All these things plus so many more.

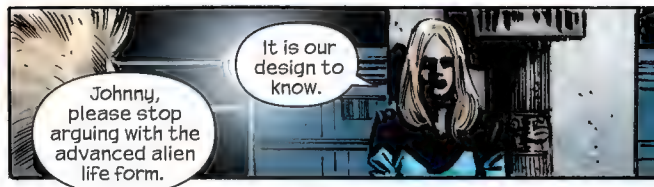
Your wars, your passions, your plagues, your emotions...

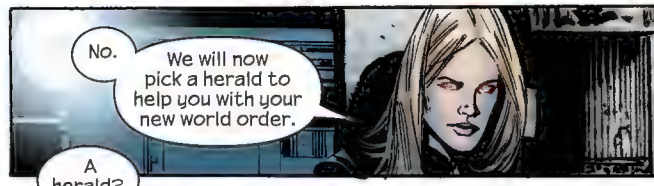
Understanding. Misunderstanding.

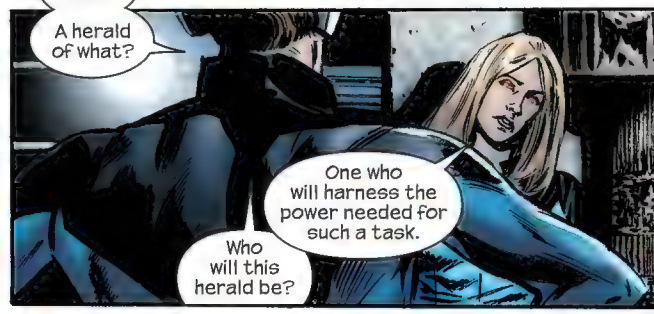
We have observed all of it. From afar and up close.

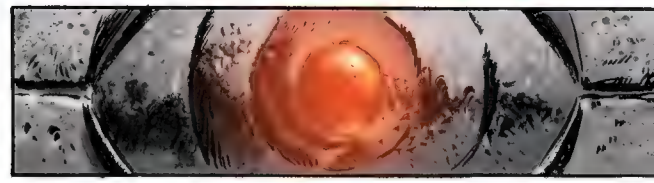
We have witnessed this from not only your world but countless other worlds of similar design and model.

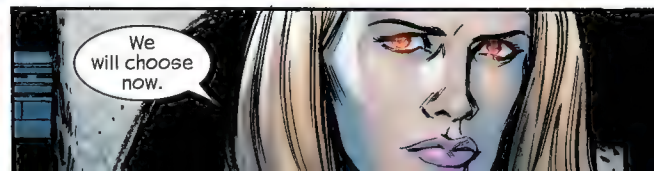
And we now know that your devastation is coming.











Weapon X. Alberta, Canada. Years Ago.
Alpha team, positions.
First positions clear.
Okay kids. This is it.
This is Weapon X.
Assassin training camp and all-around illegal bit of Canadian business.
Weapons up and get ready for a firefight. The intel on this joint is these are the nastiest of the nasty so this is a "shoot first" situation.
Canadians, Fury? Really?
Kicking a Canadian in the tush don't seem all that professional.
Well, Dugan...
BOOM
I'm sure you'll get over it.

What- what is the *meaning of this?*
Oh no... oh no...
Uh...
This ain't no training camp.
The hell?

And who the hell are *you?*
Who the-??

Nick Fury, Director of S.H.I.E.L.D.
You monsters are *under arrest!!!*
SPOK

Really? Under what authority?
Mine.
You get on the ground. You put your hands on your heads.
Enjoy your moment, soldier!

Who the hell is he supposed to be?
Malcolm Colcord. *Doctor* Malcolm Colcord!
GRAAGGH!!
Whoa!
Yo, Fury, what do we do with these things?
Is it human?
I wouldn't touch that.

He'll kill you as soon as look at you.
You have no right!! We're scientists and--
You made them this way? You? You did this?

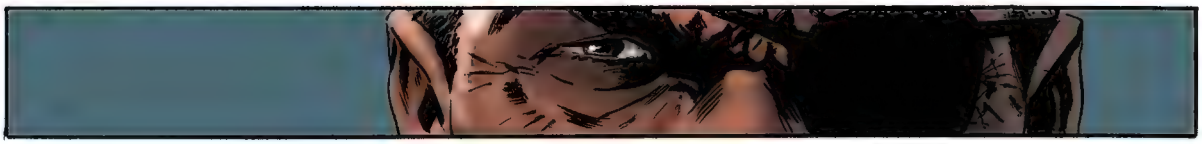
We created new life. What have *you* done?
I'm going to enjoy watching you try to figure out what has happened to your career as I am embraced by your government's science community.

(Deluded...)
I helped create a new species.

New species of what?

Homo superior!!
Mutants. We created them.
Right here. We did it. It's all here.
And when I show the community what we've done, and what we're on the cusp of discovering now...
If you think they are going to toss me in a prison then you don't know your history, my friend...

Man created mutants?
And what have you done?



BAM

NO!!!
Nooo!!
What did you do??!!

Burn it.
Everything and everyone.

You sure?

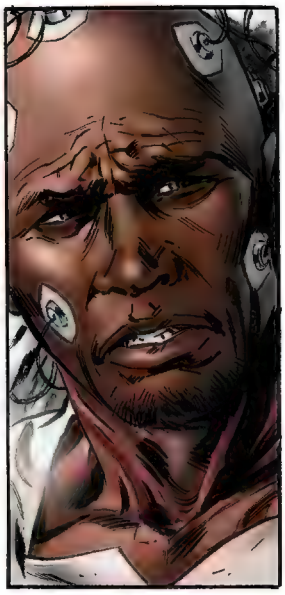
If the world ever finds out what went on in this place...
If mutants ever find out...
If the world ever finds out that man invented mutants...
The entire Earth will burn.
You heard the man. Go to black!! Clean it!
Full sweep!!

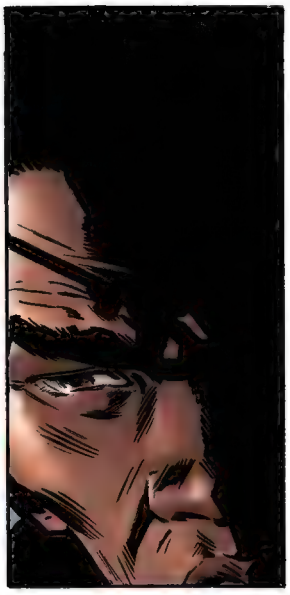
NO!!
BLAM BLAM BLAM

What's your name, son?

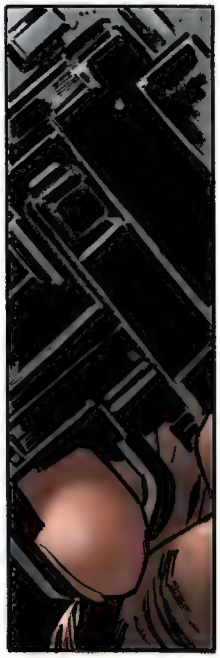
Chart says T'Challa Udaku.

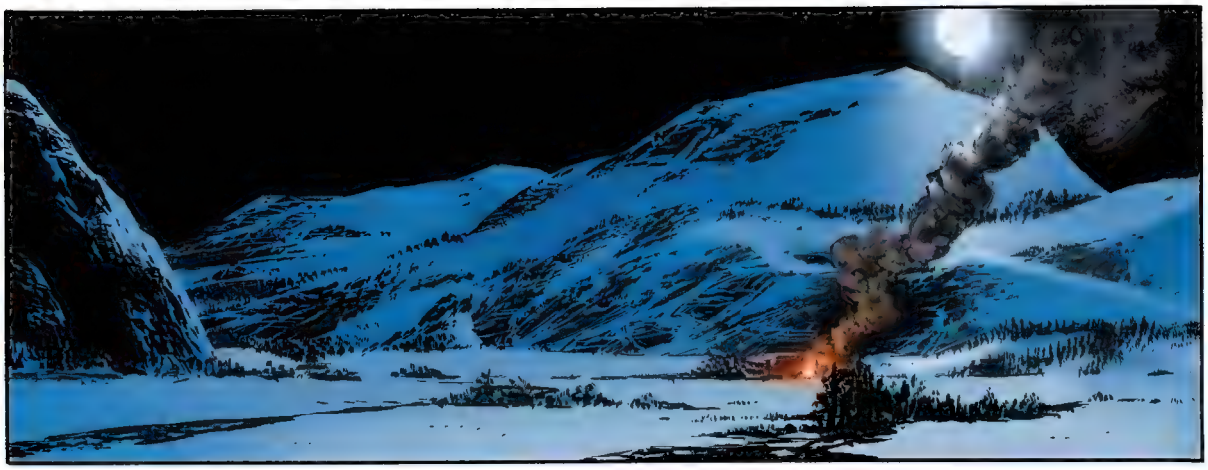
What do you want to do, Fury?



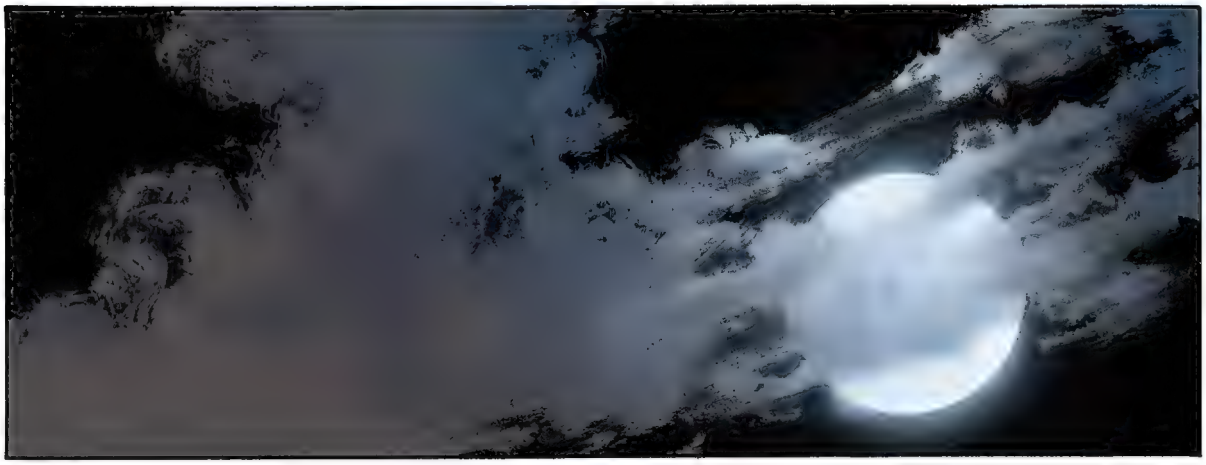


NNHAAAGGH!



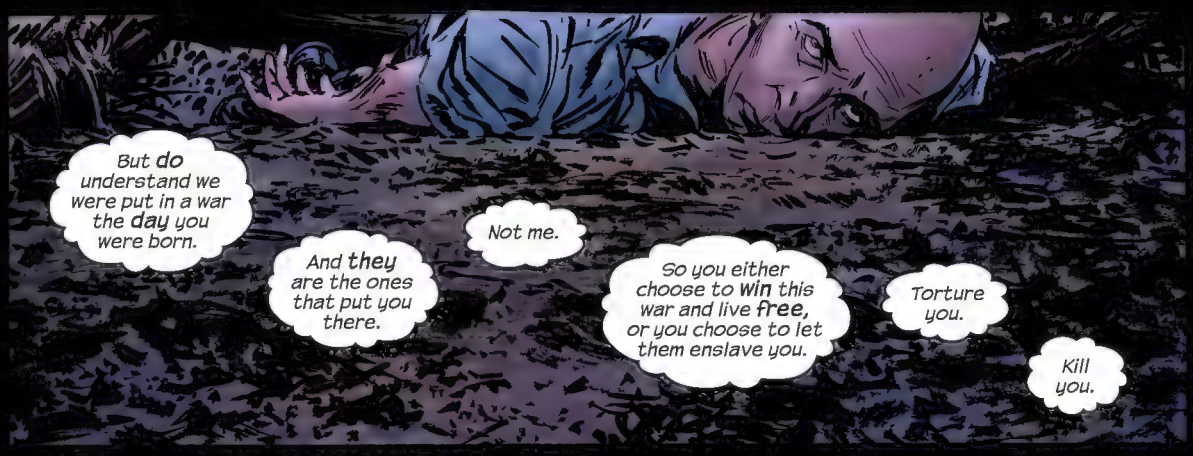


You're coming with me, now.

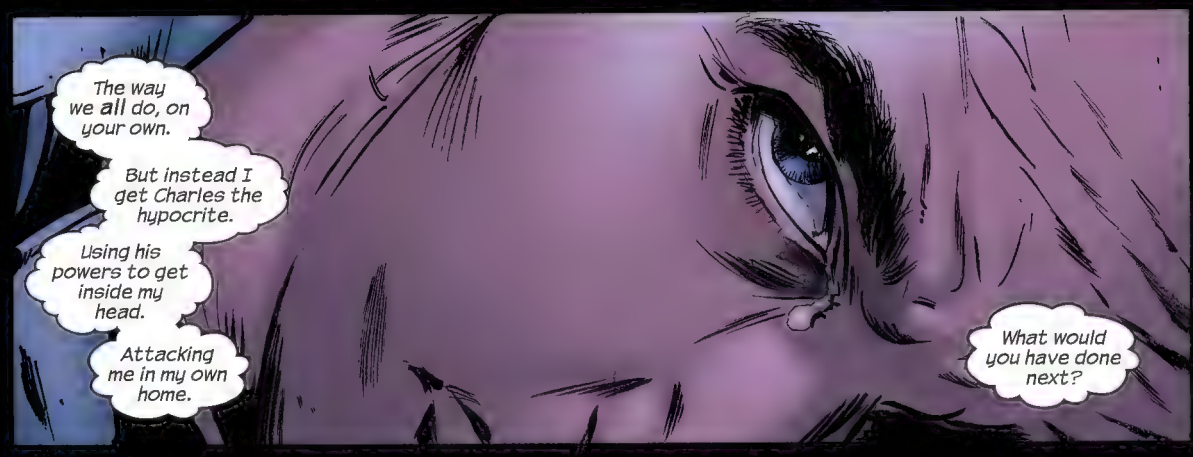


Savage Land,
Years Ago.
AAAGGH!!
I love you, Charles.

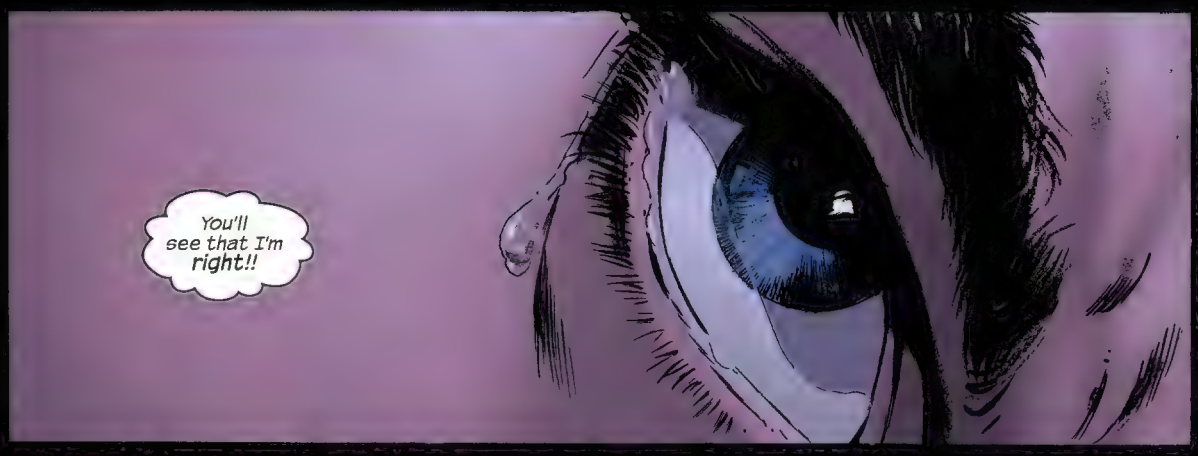
I am your friend and your brother.
And you are the greatest mutant I have ever met.
The greatest.
Your teachings opened my eyes.
None of what I have accomplished would have happened without your vision.
We're at war with the humans.
I take no joy in that. I take no pleasure in it.


But do understand we were put in a war the day you were born.
And they are the ones that put you there.
Not me.
So you either choose to win this war and live free, or you choose to let them enslave you.
Torture you.
Kill you.

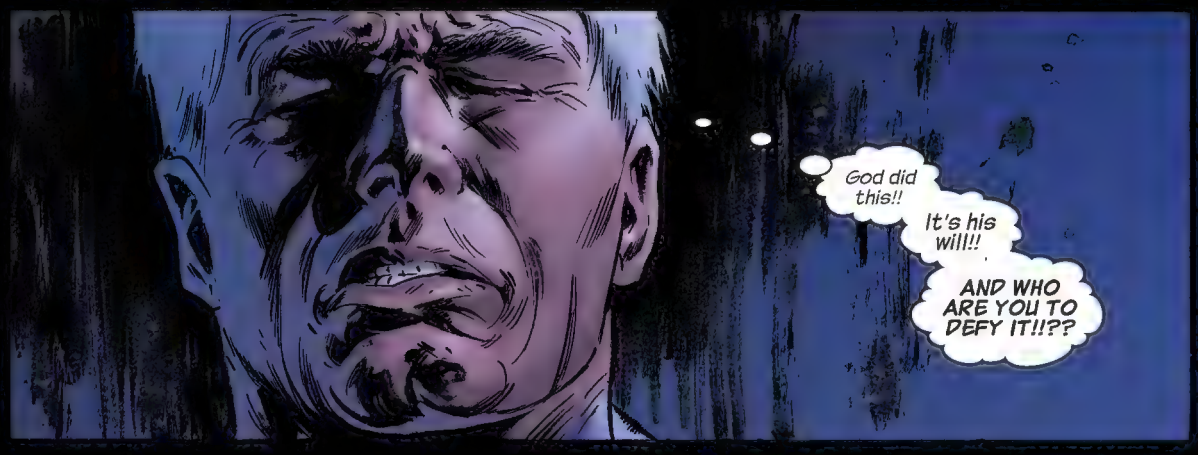
Education??
You thought the answer was education??
Did you use education to defy me??
Did you use education to challenge me??
See, Charles, I was willing to wait as long as it took.
I was willing to wait for you to gain the life experience of their hatred and racism...
I was willing to wait for you to see it the way I do.


The way we all do, on your own.
But instead I get Charles the hypocrite.
Using his powers to get inside my head.
Attacking me in my own home.
What would you have done next?

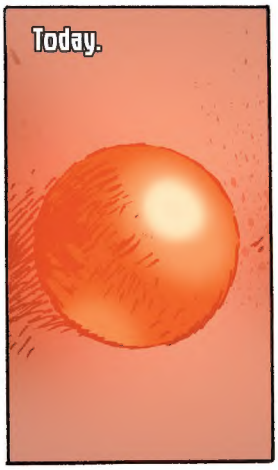
You'll send them here??
The humans??
And we'd **kill** them.
All you would have done is give them a reason to come round the mutants up.
You'd plant **another** seed of hate and you'll see **exactly** how they react and you'll see no matter what **your** feelings on the subject are...


You'll see that I'm **right**!!

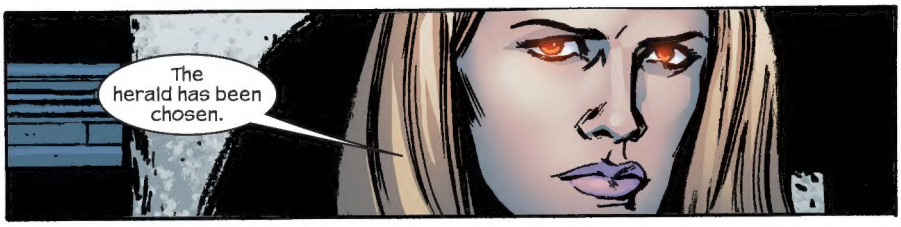
That humans and mutants **cannot** live together in peace.
God has selected the mutant as **the** dominant species on the planet!!!!

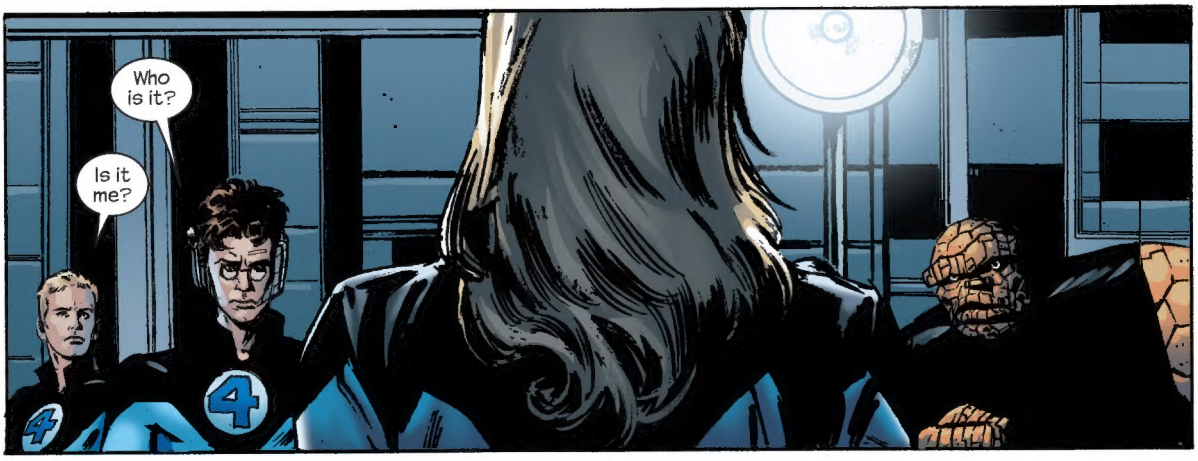

God did this!!
It's his will!!
AND WHO ARE YOU TO DEFY IT!!??

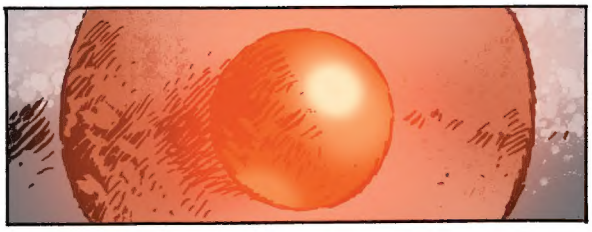
God created me.
And his will be done.
No matter what the cost.

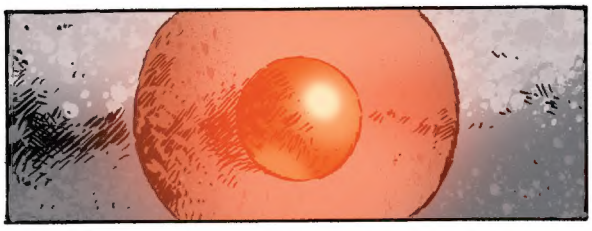

Today.

What's happening now?
(I don't know.)
I hate when you don't know.

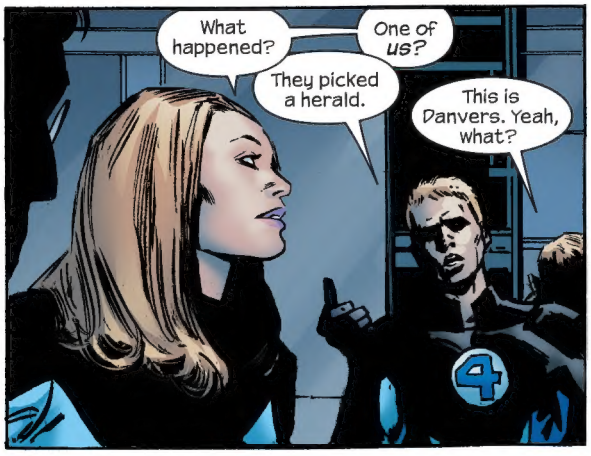

The herald has been chosen.


Who is it?
Is it me?



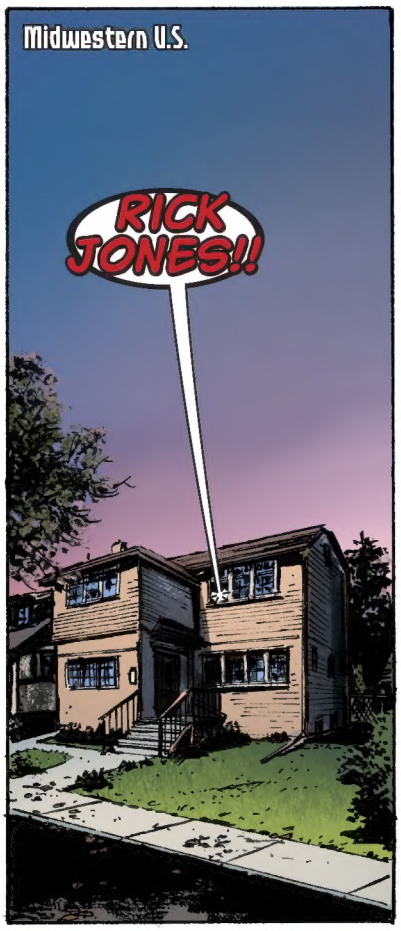


Ugh!
Are you okay?
I- I- I think so.
Hello?? Is this thing on??


What happened?
One of us?
They picked a herald.
This is Danvers. Yeah, what?

Okay, the other Watchers just up and disappeared.
Yeah, so did ours.

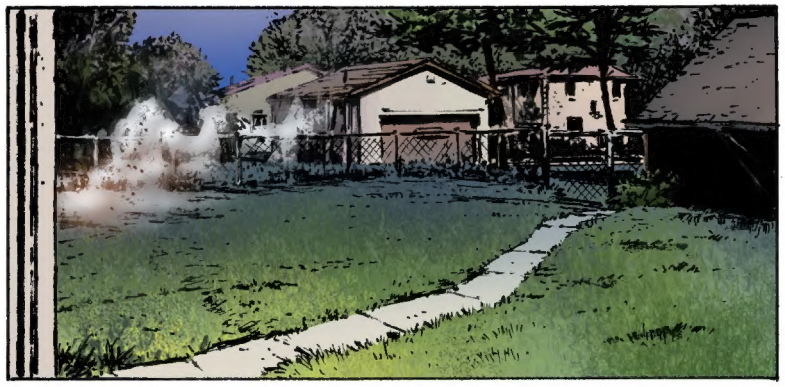
So... who is it?
Who'd they pick?

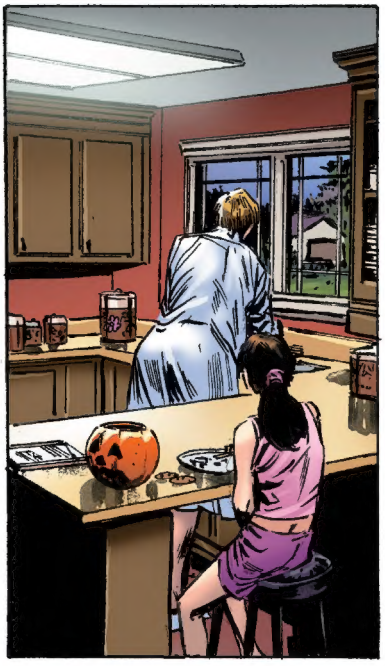

Midwestern U.S.
RICK JONES!!

Rick? Dinner!
Rick??
BE DIFFERENT

Where is your brother?
Backyard.

Rick!





Rick?

The End.